



RENFREW VICTORIA HOSPITAL

BYLAW



April 20, 2005

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BYLAW OF THE RENFREW VICTORIA HOSPITAL
(hereinafter referred to as the "Corporation")
PREAMBLE

WHEREAS it is the purpose of the Corporation to serve the community, and whereas the objects of the Corporation are:

- (a) to establish, equip, staff, maintain, operate and conduct a public hospital, including without limitation active treatment programs and services, complex continuing care, community health, emergency services, out-patient services, rehabilitation and therapeutic services;
- (b) to operate and maintain laboratories, diagnostic imaging services, research facilities, therapeutic and rehabilitation facilities, pharmacies or dispensaries as may be required;
- (c) to participate in all phases of education pertaining to health care, including the education of physicians, dentists, nursing staff and other health care personnel; and
- (d) to provide such other health care services as are required by the communities served by the Corporation, including without limitation the provision of long-term care facilities and in-home health care services in accordance with all applicable legislation as may be amended from time to time.

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all Bylaw of the Corporation heretofore enacted be cancelled and revoked and that the following Bylaw be substituted in lieu thereof.

ARTICLE 1. DEFINITIONS AND INTERPRETATION

1.01 Definitions

In this Bylaw, the following words and phrases shall have the following meanings, respectively:

- (a) "*Act*" means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (b) "Admitting Privileges for the Dental Staff" means the privileges granted to members of the Dental Staff who hold a Specialty Certificate from the Royal College of Dental Surgeons of Ontario, authorizing practice in oral and maxillofacial surgery, related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- (c) "Admitting Privileges for the Medical Staff" means the privileges granted to members of the Medical Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;

- (d) "Application" means the application for membership prescribed by the Board;
- (e) "Associates" in relation to an individual means the individual's parents, siblings, spouse or common-law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;
- (f) "Auxiliary" means the volunteer services organization known as the Renfrew Victoria Hospital Auxiliary;
- (g) "Board" means the Board of Directors of the Corporation;
- (h) "Bylaw" means this Bylaw of the Corporation from time to time in effect;
- (i) "Certification" means holding a certificate in a medical, surgical, dental or dental specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- (j) "Chair" means the Director elected by the Board to serve as Chair of the Board;
- (k) "Chief of Staff" means the person who has been appointed by the Board to be responsible for the quality of care provided by the members of the Professional Staff;
- (l) "Clinical Duties and Responsibilities" means those activities related to the delivery of patient care, diagnosis, and treatment within the Hospital;
- (m) "Clinical Nurse" means a staff nurse employed by the Hospital;
- (n) "College" means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, or the College of Nurses of Ontario;
- (o) "Committee" means a committee of the Board or as otherwise specified in this Bylaw;
- (p) "Conflict of Interest" includes, without limitation, the following three (3) areas that may give rise to a conflict of interest for the Directors of the Corporation, namely:
 - (i) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or the Director's Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;
 - (ii) Undue influence – participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or patients from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director's entrusted responsibility to the community at large; and

- (iii) Adverse Interest – a Director is said to have an adverse interest to the Corporation when the Director is a party to a claim, application or proceeding against the Corporation;
- (q) "Corporation" means the Renfrew Victoria Hospital;
- (r) "Dental Staff" means the collection of legally qualified Dentists appointed by the Board and granted privileges to practise dentistry in the Hospital;
- (s) "Dentist" means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (t) "Department" means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned; the Corporation's departments are those named in the Rules;
- (u) "Director" means a member of the Board of Directors;
- (v) "Disability" means:
 - (i) any degree of physical disability, infirmity, malformation or disfigurement that is caused by bodily injury, birth defect or illness and, without limiting the foregoing, includes diabetes mellitus, epilepsy, a brain injury, any degree of paralysis, amputation, lack of physical coordination, blindness or visual impediment, deafness or hearing impediment, muteness or speech impediment, or physical reliance on a guide dog or other animal or on a wheelchair or other remedial appliance or device,
 - (ii) a condition of mental impairment or a developmental disability,
 - (iii) a learning disability, or a dysfunction in one or more of the processes involved in understanding or using symbols or spoken language,
 - (iv) a mental disorder, or
 - (v) an injury of disability for which benefits were claimed or received under the insurance plan established under the *Workplace Safety and Insurance Act*, 1997;
- (w) "Ethical Guidelines", "ethics" and "ethical" for purpose of the Professional Staff Bylaw refer to the ethical codes and guidelines of the Canadian Medical Association and the appropriate professional colleges;
- (x) "Excluded Person" means:
 - (i) any person providing supplies or services or their affiliates and any Director, owner, operator, major shareholder, or senior executive (as well as their formal Associates including parents, siblings, children, spouses and common-law partners) of such person(s) if such person(s):
 - (A) is under contract with the Corporation;

- (B) has responded to a request for proposals issued by the Corporation in the previous fiscal year; or
- (C) intends to submit a proposal during the term of office of the Director;
- (ii) any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
- (iii) any employee other than the President and Chief Executive Officer;
- (iv) any spouse, common law partner, dependent child, parent, brother or sister of an employee or member of the Professional Staff; and
- (v) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation;
- (y) "President and Chief Executive Officer" means, in addition to 'administrator' as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (z) "ex-officio" means membership "by virtue of the office" and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (aa) "Extended Class Nurses" means those registered nurses in the extended class to whom the Board has granted privileges with respect to the ordering of diagnostic procedures for out-patients in the Corporation;
- (bb) "Extended Class Nursing Staff" means those Registered Nurses in the Extended Class in the Hospital, who are:
 - (i) employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital, and
 - (ii) not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- (cc) "Fellowship" means a membership in a professional medical or dental college recognized by the Board after consultation with the Medical Advisory Committee;
- (dd) "Head Office" means 499 Raglan Street North, Renfrew, Ontario K7V 1P6;
- (ee) "Hospital" means the Renfrew Victoria Hospital;
- (ff) "Impact Analysis" means a study conducted by the President and Chief Executive Officer, or designate, in consultation with the Chief of Staff and Medical Directors of Departments to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Professional Staff;
- (gg) "Indemnified Person" has the meaning ascribed to that term in Article 5 of this Bylaw;

- (hh) "Independence" A Director is independent if the Director has no direct or indirect material relationship with a person which could be perceived by others as reasonably interfering with the exercise of the Director's independent judgement;
- (ii) "Legislation" means relevant statutes and regulations that govern the provision of health care to patients of the Hospital, including without limitation the *Dentistry Act* (Ontario), the *Health Care Consent Act* (Ontario), the *Health Insurance Act* (Ontario), the *Medicine Act* (Ontario), the *Mental Health Act* (Ontario), the *Nursing Act* (Ontario), the *Regulated Health Professions Act* (Ontario), the *Substitute Decisions Act* (Ontario) and the *Commitment to the Future of Medicare Act*;
- (jj) "Locum Tenens or "locum tenens" means Physicians who provide coverage for a member of the Medical Staff during an absence;
- (kk) "Medical Director" means a member of the Medical Staff appointed by the Board to be responsible for the professional standards and quality of medical care rendered by the members of that Department at the Hospital;
- (ll) "Medical Human Resources Plan" means the plan developed by the President and Chief Executive Officer in consultation with the Chief of Staff and Chiefs of Department based on the mission and strategic plan of the Corporation and on the needs of the community, which plan provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, and Extended Class Nurses who are or may become members of the Professional Staff;
- (mm) "Medical Staff" means those Physicians who are appointed by the Board and who are granted specific privileges to practice medicine in the Hospital;
- (nn) "Medical Staff Association" means the association that is comprised of the Professional Staff members of the Hospital;
- (oo) "Member" means member of the Corporation;
- (pp) "patient" means, unless otherwise specified, any inpatient, outpatient or other patient of the Corporation;
- (qq) "person" means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency or board or commission or authority or any other form of entity or organization;
- (rr) "Physician" means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (ss) "Policies" means the Board, administrative, medical and professional policies of the Hospital;
- (tt) "Practitioner" means a Physician, or Dentist appropriately licensed by his/her College;
- (uu) "Privileges" mean those rights or entitlements conferred upon a Physician, Dentist, or Extended Class Nurse at the time of appointment or reappointment,

including those clinical departments within the hospital in which the Professional Staff Member may practice, but specifically does not mean those procedures which the Professional Staff Member may from time to time be permitted to carry out within the department by the Medical Director of the Department or Medical Advisory Committee;

- (vv) "Professional Staff" means those Physicians, Dentists, and Extended Class Nurses who are appointed by the Board and who are granted specific privileges to practise medicine, dentistry, respectively, or, with respect to extended class nursing the right to order diagnostic services for out-patients of the Hospital;
- (ww) "Professional Staff Appointment" means the appointment or assignment of a Professional Staff member to a Department or Service in the Hospital within the categorization of Active, Associate, Courtesy, Consulting, Locum Tenens, Temporary, Honourary, Casualty Officer or Senior Staff;
- (xx) "Program" means a cluster of patient-centred services which optimizes patient care, education and research and is consistent with the mission and vision of the Corporation;
- (yy) "*Public Hospitals Act*" means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (zz) "Rules" means the rules and regulations governing the practice of the Professional Staff in Hospital both generally and within a particular Department, which have been established respectively by the staff in general and the staff of the Department;
- (aaa) "Service" means an organizational unit of a Department which is based on a sub-speciality area of medical practice;
- (bbb) "Specialist" means a Practitioner with either a Certification or Fellowship;
- (ccc) "Supervisor" means a Physician, or Dentist, as the case may be, who is assigned the responsibility to oversee the work of another Physician, Dentist, or Extended Class Nurse respectively, unless otherwise provided for in this Bylaw;
- (ddd) "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of the Hospital duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting; and
- (eee) "Vice President of Patient Care Services" means the senior employee responsible to the President and Chief Executive Officer for the nursing functions in the Hospital;

1.02 Interpretation

This Bylaw shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- (a) all terms which are contained in this Bylaw and which are defined in the *Act* or the *Public Hospitals Act* or the regulations made thereunder, shall have the meanings given to terms in the *Act* or *Public Hospitals Act* or the regulations made thereunder;
- (b) the use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders;
- (c) the headings used in this Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (d) any references herein to any laws, Bylaw, rules, regulations, orders or acts of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto;
- (e) any Director, officer, Medical Staff member, employee or member of the public, as the context requires and as is permitted by the Bylaw or Rules and Policies of the Corporation, may participate in a meeting of the Board or of a Committee of the Board or a Committee of the Medical Staff Association by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the *Act* and this Bylaw to be present at the meeting; and
- (f) business arising at any meeting of the Corporation, the Board or any Committee established pursuant to this Bylaw, shall be decided by a majority of votes unless otherwise required by statute, provided that:
 - (i) unless otherwise specified, each Member, each Director and each Committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Committee, respectively;
 - (ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation, all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote;
 - (iii) votes shall be taken in the usual way, by show of hands or by oral or written communication where participation is by telephone conference, electronic or other means of simultaneous communication, among all Members, Directors and Committee members present and, in the event of a tie, the motion is lost, except that at a meeting of the Members the Chair is entitled to a casting vote in the event of a tie;
 - (iv) after a vote has been taken on any question, the Chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the

result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be;

- (v) whenever a vote has been taken on a question, unless a poll is required or demanded, a declaration by the Chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact that without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion; and
- (vi) despite any other provisions of this Bylaw, any person entitled to vote at a meeting may at any time require that the vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.

ARTICLE 2. MEMBERS

2.01 Members

The Members of the Corporation shall be, ex-officio, the Directors of the Corporation.

2.02 Withdrawal

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary.

2.03 Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death, resignation or termination of the Member;
- (b) in the event that the Member ceases to meet the qualifications set out for membership in this Bylaw, such determination to be made in the absolute sole discretion of the Board; or
- (c) when the person ceases to be a Director of the Hospital.

ARTICLE 3. ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

3.01 Annual Meetings

The annual meeting of Members shall be held at the Head Office of the Corporation or at any place in Ontario as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.

3.02 Special Meetings

- (a) The Board or the Chair may call a special meeting of the Corporation.

- (b)
 - (i) Not less than the lesser of three (3) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a general meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and which are not inconsistent with the *Act*.
 - (ii) The requisition shall be deposited at or delivered to the Head Office of the Corporation and may consist of several documents in like forms signed by one (1) or more requisitioners.
- (c) Notice of a special meeting shall be given in the same manner as provided in section 3.03. If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph 3.02 (b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (d) The notice of a special meeting shall specify the purpose or purposes for which the meeting has been called.

3.03 Notice

- (a) Ten (10) days' prior written notice (by prepaid mail, facsimile or e-mail) of an annual meeting shall be given to each Member. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.
- (b) In lieu of such notice, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Corporation reside as shown by their addresses in the records of the Corporation.

3.04 Omission of Notice

No unintentional or technical error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

3.05 Voting

- (a) At all annual or special meetings, voting shall be determined in accordance with the process set out in paragraph 1.02 (nnn).
- (b) Notwithstanding any other provision contained in this Bylaw, a Member shall not be entitled to cast a vote to elect Directors at an annual general meeting at which the Member's term of office is terminating.

3.06 Quorum

A quorum for any meeting of the Corporation shall be a majority of its Members.

3.07 Chair of the Meeting

The chair of a meeting of the Corporation shall be:

- (a) the Chair of the Corporation;
- (b) the Vice-Chair of the Corporation, if the Chair is absent or is unable to act;
- (c) a chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election; or
- (d) if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be the chair.

3.08 Business at Annual Meetings

- (a) The business transacted at the annual meeting of the Corporation, in addition to the other business transacted, shall include:
 - (i) approval of the minutes of the previous annual meeting;
 - (ii) presentation of the:
 - (A) report of the unfinished business from any previous meeting of the Corporation;
 - (B) report of the Chair of the Board;
 - (C) report of the President and Chief Executive Officer;
 - (D) report of the Chief of Staff;
 - (E) report of the Auditor including a presentation of the audited financial statements;
 - (F) report of the Governance Committee
 - (G) election of new Board members; and
 - (H) appointment of the Auditor.
- (b) No item of other business shall be considered at the annual meeting unless notice in writing of such item of other business has been given to the Secretary prior to the giving of notice of the annual meeting (which must be given at least 10 days prior to the meeting as per section 3.03 above) so that such item of new business can be included in the notice of annual meeting. Such notice of new business shall be signed by at least three (3) Members.

3.09 Adjourned Meeting

- (a) If, within one half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board.
- (b) At least three (3) days' notice of the adjourned meeting shall be given in accordance to the provisions of section 3.03 above.

3.10 Written Resolutions and Bylaw

Any resolution or Bylaw passed at any time during the Corporation's existence may, in lieu of confirmation at a meeting, be confirmed in writing by all the Members entitled to vote at such meeting.

3.11 Financial Year End

The financial year of the Corporation shall end with the 31st day of March in each year.

ARTICLE 4. BOARD OF DIRECTORS

4.01 Nominations to Board

Subject to this section and all other provisions of this Bylaw, nominations for election as Director at the annual general meeting of the Corporation may be made only in accordance with the following process:

- (a) The Governance Committee shall request written nominations for vacant positions on the Board of Directors.
- (b) The Governance Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.
- (c) The Governance Committee will receive and review all nominations and will prepare a list of recommended nominees to the Board.
- (d) The Board will receive and review the list of recommended nominations, together with applications. The Guidelines for the nomination of Directors under section 4.12 (c), (d), and (e) should be consulted by the Board in its determination of the appropriate candidates for election as a Director.

4.02 Board Composition

The affairs of the Corporation shall be managed by a Board of Directors of seventeen (17) Directors. All Directors have voting rights at Board meetings and appropriate committee meetings. The composition of which shall be as follows:

- (a) **Elected**
Twelve (12) Directors shall be elected on a rotational basis for three (3) year terms.

(b) **Ex-Officio**

The persons holding the following offices shall be ex officio Directors of the Corporation:

- (i) President and Chief Executive Officer;
- (ii) One (1) representative from the Auxiliary;
- (iii) One (1) representative from the Hospital Foundation;
- (iv) the President of the Medical Staff; and
- (v) the Chief of Staff of the Hospital.

(c) **Transitional Period**

Notwithstanding any other provision contained in this Bylaw,

- (i) upon the issuance of the Letters Patent of Continuation, all of the Directors who are holding office at that time then shall be deemed to be elected, for the terms set out in clause (ii) below, pursuant to paragraph 4.02 (a) of this Bylaw; and
- (ii) the Governance Committee shall determine a process to identify the Directors' respective terms of office so as to ensure that:
 - (A) four (4) Directors are deemed to be elected for a term expiring at the 2006 annual general meeting;
 - (B) four (4) Directors are deemed to be elected for a term expiring at the 2007 annual general meeting; and
 - (C) four (4) Directors are deemed to be elected for a term expiring at the 2008 annual general meeting.

Thereafter, the expiring terms shall be filled annually, for three (3) year terms, by elections held by the Members of the Corporation in accordance with the terms of this Bylaw.

4.03 Qualification of Directors

- (a) Every Director shall be eighteen (18) or more years of age.
- (b) No person who is an undischarged bankrupt shall become a Director, save and except for the President of Medical Staff.
- (c) No Excluded Person shall be eligible for election or appointment to the Board of Directors except where otherwise provided in this Bylaw.
- (d) Every Director shall be, ex-officio, a Member of the Corporation.
- (e) Every Director shall be a resident or employed or carried on business in Renfrew County for a continuous period of six (6) months immediately prior to being elected as a Director.

4.04 Term of Office Restrictions

- (a) No person may serve as a Director for more terms than will constitute nine (9) consecutive years of service, except for ex officio Directors.
- (b) A former Director restricted by paragraph 4.04 (a) may serve as a Director following a break in continuous service of at least one (1) year.
 - (i) Subject to clause 4.04 (c) (ii) below, no Director may serve as Chair, Vice-Chair, Treasurer or Secretary of the Board, for longer than three (3) consecutive years, provided however that following a break in continuous service of at least one (1) year the same person may be re-elected or re-appointed to any office.
 - (ii) The restriction for the term of office in clause 4.04 (c) (i) above, does not apply to the office of the Secretary when such position is held by the President and Chief Executive Officer.

4.05 Vacancy and Termination of Office

- (a) Save and except for the President of the Medical Staff, the office of a Director shall be vacated:
 - (i) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (ii) where the Board, in its discretion, declares the Director's seat vacant because the Director is absent for three (3) consecutive meetings of the Board, or because the Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period;
 - (iii) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iv) if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (v) if at a special meeting of Members a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members at the special meeting removing the Director before the expiration of the Director's term of office;
 - (vi) if a Director knowingly fails to comply with the *Public Hospitals Act*, the *Act*, the Corporation's Letters Patent, Bylaw, Rules, Regulations, Policies and procedures, including without limitation, the confidentiality, conflict of interest and standard of care requirements set out in this Bylaw; or
 - (vii) if the Director dies.
- (b) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Members in accordance with clause 4.05 (a) (vi) above,

or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting.

- (c) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraph 4.04 (a) above.

4.06 Conflict of Interest

- (a) Every Director who, either directly or through one of the Director's Associates, has or thinks the Director may potentially have an actual or perceived Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board.
- (b) The declaration of this conflict shall be disclosed at the meeting of the Board or Committee at which the contract, transaction, matter or decision is first raised.
- (c) If the Director, or the Director's Associates, becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (d) In the case of an existing contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
- (e) All such declarations of interest (including the specific nature thereof) shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the declaration is addressed (either discussed or voted on). The Secretary of the Corporation shall maintain a list of all ongoing matters that are the subject of a conflict of interest declaration, together with the identity of the conflicted Director(s). Such list shall be referred to by the Secretary (or designate) when preparing Board or Committee packages, and any materials relating to a matter that is the subject of a conflict of interest declaration shall be omitted from the Board or Committee package of any conflicted Director.
- (f) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. The abstention of the conflicted Director from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Director is not restricted from answering questions about or explaining the Director's involvement in the matter that is the subject of the declaration.
- (g) If a Director has made a declaration of Conflict of Interest in compliance with this Bylaw, the Director is not accountable to the Corporation for any profits the Director may realize from the contract, transaction, matter or decision.
- (h) If the Director fails to make a Declaration of the Director's interest in a contract, transaction, matter or decision, as required by this Bylaw, this failure may be

considered grounds for termination of the Director's position as a Director, in addition to any other remedies available to the Corporation under statute, equity or common law. A Director's undeclared Conflict of Interest may, at the discretion of the Board, be brought before the members for approval and confirmation.

- (i) The failure of any Director to comply with the Conflict of Interest provisions of this Bylaw does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board, although the contract, transaction, matter or decision may be voidable at the discretion of the Board.
- (j) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have such concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation, and shall then absent himself/herself from the room. Thereafter, at the request of the Director who recorded the initial concern, the Board shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, that interested Director shall absent himself/herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question or whether a Director has a Conflict of Interest shall be determined by the Board and shall be final.
- (k) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (l) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this Bylaw, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (m) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the President and Chief Executive Officer may apply to the Superior Court of Justice on an ex parte basis for an Order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.

4.07 Confidentiality

- (a) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) The Board shall give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

4.08 Roles of the Board

The Board shall:

- (a) Policy Formulation
establish Policies to provide guidance to those empowered with the responsibility to manage Hospital operations;
- (b) Decision-Making
choose from alternatives which are consistent with Board Policies and that advance the goals of the Hospital; and
- (c) Oversight
monitor and assess organizational processes and outcomes.

4.09 Responsibilities of the Board

The Board shall:

- (a) Define outcomes to:
 - (i) Formulate the vision, mission, values of the Hospital.
 - (ii) Contribute to the development of and approve the strategic plan of the Hospital.
 - (iii) Ensure that key corporate priorities are formulated that help the Hospital accomplish its mission and actualize its vision.
 - (iv) Monitor and measure corporate performance against the strategic and operating plans.
 - (v) Regularly review the functioning of the Corporation in relation to the objects of the Corporation as stated in the Letters Patent and the Bylaw, and demonstrate accountability for its responsibilities to the annual meeting of the Corporation.
- (b) Provide for Excellent Leadership and Management in the President and Chief Executive Officer and Chief of Staff Positions.
 - (i) Select the President and Chief Executive Officer. In doing so, the Board shall satisfy itself as to the integrity of the President and Chief Executive Officer.
 - (ii) Establish a Board policy for the performance evaluation and compensation of the President and Chief Executive Officer.
 - (iii) Specify measurable performance expectations in cooperation with the President and Chief Executive Officer, appraise/assess performance and determine compensation.
 - (iv) Delegate responsibility and concomitant authority to the President and Chief Executive Officer and require accountability to the Board.

- (v) Select the Chief of Staff. In doing so, the Board shall satisfy itself as to the integrity of the Chief of Staff.
 - (vi) Establish a Board policy for the performance evaluation and compensation of the Chief of Staff.
 - (vii) Specify measurable performance expectations in cooperation with the Chief of Staff, appraise/assess performance and determine compensation.
 - (viii) Delegate responsibility and authority to the Chief of Staff and require accountability to the Board.
- (c) Ensure Succession Planning
- (i) Provide for President and Chief Executive Officer succession.
 - (ii) Provide for Chief of Staff succession.
 - (iii) Ensure that the President and Chief Executive Officer and Chief of Staff establish an appropriate succession plan for both Executive Management and Professional Staff leadership.
- (d) Ensure Oversight of Professional Staff
- (i) Credential Professional Staff:
 - (A) make the final appointment, reappointment and privilege decisions;
and
 - (B) ensure the effectiveness and fairness of the credentialing process.
 - (ii) Ensure quality goals (using best practices) are developed and monitor indicators of clinical outcomes, quality of service and achievement of desired outcomes which are consistent with the mission and values.
 - (iii) Ensure that utilization and risk management systems are in place and operating effectively.
 - (iv) Provide oversight of the Professional Staff through and with the Medical Advisory Committee and Chief of Staff.
- (e) Build Relationships
- Build and maintain good relationships with the Ministry of Health and Long-Term Care and other key stakeholders, volunteers, political leaders, donors and the Foundation.
- (f) Ensure Financial Viability
- (i) Establish key financial objectives that support the organization's goals and mission (including capital allocations and expenditures).

- (ii) Ensure that optimal utilization of resources is a key focus and that the organization operates within its resource envelope.
 - (iii) Ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively.
- (g) Ensure Board Effectiveness
- (i) Develop and document the Board's approach to corporate governance including developing a set of corporate governance principles and guidelines.
 - (ii) Measure the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual Directors and Board officers and employing a process for Board renewal that embraces evaluation and continuous improvement.
 - (iii) Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, accreditation requirements and the Bylaw.
 - (iv) Ensure the decision-making processes are transparent and that appropriate representation and input are achieved.
- (h) Ensure Effective Communication
- Ensure the Hospital has a policy to enable effective communication with its stakeholders and the public generally.
- (i) Establish Programs Required under the *Public Hospitals Act*
- Ensure that an occupational health and safety program, and a health surveillance program are established and require accountability on a regular basis. Ensure that Policies are in place to encourage and facilitate organ procurement and donation.

4.10 Responsibilities of Individual Directors

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (a) adhere to the principles of governance set out in section 4.11 and the Corporation's vision, mission and core values;
- (b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (c) respect and abide by Board decisions;
- (d) serve on at least one (1) standing Committee;
- (e) regularly attend Board and Committee meetings;

- (f) complete the necessary background preparation in order to participate effectively in meetings of the Board and its Committees;
- (g) keep informed about:
 - (i) matters relating to the Corporation;
 - (ii) the health needs of the community served;
 - (iii) other health care services provided in the region; and
 - (iv) health preservation programs;
- (h) participate in initial orientation as a new Director and in on-going Board education;
- (i) participate in an annual self and peer evaluation of the Board and individual members; and
- (j) represent the Board, when requested.

4.11 Principles of Governance

- (a) The Board is responsible for the governance of the Corporation.
- (b) The Board shall provide strategic leadership to the Corporation in the establishment of and commitment to the Corporation's vision, mission and core values.
- (c) The Board shall ensure that the Corporation provides the best possible health care within the resources that are made available to it.
- (d) The Board serves the community in carrying out its responsibilities.
- (e) The Board shall constantly seek resources to meet the needs of the community served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (f) The Board shall establish a culture of open debate, forthright examination of all issues, and, when considering conflicting issues, shall act at all times in the best interests of the Corporation, while having regard for the needs of the community served.
- (g) The Board shall provide strategic leadership to the Corporation in realizing its mandate, vision and core values, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.
- (h) The Board shall carry on its duties in accordance with the Corporation's Letters Patent, supplementary Letters Patent, Bylaw and all applicable legislation.

4.12 Guidelines for the Nomination of Directors

- (a) To ensure the membership of the Board reflects the breadth, depth and diversity of the community the following principles, qualities and skills will guide the Governance Committee when considering candidates for Board membership:
- (i) the Board should be seen as capable and experienced to lead the Corporation;
 - (ii) the membership of the Board shall reflect a wide range of interests and perspectives including:
 - (A) understanding the special needs of the community;
 - (B) community involvement; and
 - (C) perspective of patients and their families;
 - (iii) the membership of the Board and its Committees should encompass both the universal competencies in Directors 4.12 (c) and the collective competencies in Directors 4.12 (d), while balancing the need to consider succession planning for the Board; and
 - (iv) the membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the community served.
- (b) The Board should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so, shall review the Corporation's vision, strategic direction for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed which application shall be objectively considered by the Board prior to developing its recommendations for the membership. In doing so, the Governance Committee shall consider identified universal, collective and specifically identified competencies that candidates should have.
- (c) The Governance Committee should ensure that all Board members have the following universal competencies:
- (i) understanding of the distinction between the strategic and policy role of the Board and the day to day operational responsibilities of management;
 - (ii) capability to give leadership to the development of the Corporation;
 - (iii) commitment to the vision, mission and core values of the Corporation;
 - (iv) ability to work as a member of a team;
 - (v) willingness to participate in Board orientation and continuing education;
 - (vi) respect for the views of others;

- (vii) objectivity;
 - (viii) recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of directors (considering commitments of the candidate to other organizations);
 - (ix) enthusiasm and capacity for resolving challenging issues;
 - (x) integrity and the absence of conflicts of interest;
 - (xi) independence;
 - (xii) an understanding of the range of obligations and constraints imposed upon directors of corporations; and
 - (xiii) an understanding of the unique cultural and support requirements of individuals and special communities.
- (d) The Governance Committee should strive to ensure that the following collective competencies are present in the Board as a whole:
- (i) prior experience in governance;
 - (ii) strategic planning experience;
 - (iii) experience in the management and restructuring of complex organizations;
 - (iv) understanding of healthcare needs, issues and trends;
 - (v) understanding of the diverse needs of the county;
 - (vi) previous experience in the health field;
 - (vii) awareness of provincial healthcare trends;
 - (viii) demonstrated leadership on behalf of the needs of patients and families;
 - (ix) knowledge and experience in business and management;
 - (x) knowledge and experience in education;
 - (xi) understanding of fiscal, financial and legal matters;
 - (xii) knowledge and experience in health professional education;
 - (xiii) knowledge and experience in human resource management;
 - (xiv) knowledge and experience in communications and information technology;
 - (xv) knowledge and experience in government and public relations; and
 - (xvi) personality traits that are likely to improve Board performance.

- (e) The Governance Committee shall annually identify specific characteristics that should be sought in recruitment, given the Corporation's current strategic priorities and Board needs.
- (f) Current Board members whose terms are expiring are not entitled to automatically stand for re-election but must be considered in light of paragraphs 4.12 (b), (c), (d) and (f) and in addition, the Board member's performance during the Board member's term including consideration of the following factors:
 - (i) an understanding of governance and the Director's fiduciary duty to act in the best interest of the Corporation;
 - (ii) demonstration of high ethical standards and integrity;
 - (iii) ability to commit the necessary time for Board and Committee meetings, retreats, events and meeting preparation;
 - (iv) commitment to continuing education;
 - (v) effective communication, including contributions at Board and Committee meetings and on behalf of the Board where requested;
 - (vi) support of Board actions (regardless of how Director voted);
 - (vii) ability to express a dissenting opinion in a constructive manner;
 - (viii) ability to integrate continuing education into Board deliberations;
 - (ix) compliance with the governing legislation, letters patent and Bylaw, including without limitation, the conflict of interest and confidentiality provisions of this Bylaw;
 - (x) support of the Corporation's objects, mission, vision and values; and
 - (xi) personality traits demonstrated by the Director.

The Governance Committee shall consider the above factors while balancing the need of ensuring ongoing expertise on the Board and the need to plan for the succession of the Board officer positions.

4.13 Standards of Care

Every Director and officer of the Corporation in exercising their powers and discharging their duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 5. OFFICERS OF THE BOARD AND OF THE CORPORATION

5.01 Officers

- (a) The Board shall elect the following officers at the regular meeting immediately following the annual meeting:
 - (i) the Chair;
 - (ii) the Vice-Chair;
 - (iii) the Treasurer; and
 - (iv) the Secretary.
- (b) The Treasurer will be the Chair of the Finance and Property Committee.
- (c) The President and Chief Executive Officer will be the Secretary of the Board.
- (d) Ex-officio Directors shall be ineligible for election as Chair or Vice-Chair.

5.02 Duties of Chair

The duties of the Chair of the Board shall include, without limitation, the following:

- (a) When present, preside at all meetings of the Board;
- (b) be Chair of the Governance Committee;
- (c) be an ex officio member of all Committees of the Board;
- (d) in consultation with the President and Chief Executive Officer, develop the agenda for Board meetings;
- (e) Where possible, ensure that appropriate Board and Committee information and supporting materials are provided to Board and Committee members at least seven (7) business days prior to their meetings;
- (f) ensure that the actions of the Board are in accordance with the Hospital's goals and priorities and the Board's own goals;
- (g) report regularly and promptly to the Board on issues that are relevant to its governance responsibilities;
- (h) set a high standard for Board conduct by modelling, articulating and upholding rules of conduct set out in Bylaw and Policies;
- (i) intervene when necessary in instances involving conflict of interest, confidentiality and other Board Policies;
- (j) be responsible for addressing issues associated with under performance of Directors including, if applicable, their removal from the Board;

- (k) serve as the Board's central point of official communication with the President and Chief Executive Officer and, as such, develop a positive, collaborative relationship with the President and Chief Executive Officer, including acting as a sounding board for the President and Chief Executive Officer on emerging issues and alternative courses of action;
- (l) ensure that the annual review of the President and Chief Executive Officer's and Chief of Staff's performance and compensation is done in accordance with Board approved policy;
- (m) report to each annual meeting of Members of the Corporation concerning the operations of the Corporation;
- (n) represent the Corporation at public or official functions; and
- (o) perform such other duties as may from time to time be determined by the Board.

5.03 Duties of Vice-Chair

The Vice-Chair of the Board shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board.

5.04 Duties of Treasurer

The Treasurer of the Corporation shall:

- (a) chair the Finance and Property Committee;
- (b) be a member of the Audit Committee but may not act as Chair;
- (c) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act;
- (d) at least quarterly submit financial statements to the Board indicating the financial position of the Corporation for the previous most recently completed financial statement. The financial statements shall not be earlier than three (3) months preceding the date of the Board meeting;
- (e) ensure that the investment policy as established by the Board is in place, and monitor compliance with the policy;
- (f) ensure that the financial statements are audited on an annual basis coinciding with the Corporation's fiscal year end.
- (g) perform such other duties as may be established by resolution of the Board.

5.05 Duties of Secretary

The Secretary shall:

- (a) attend meetings of the Board and meetings of such Committees of the Board as the Board may direct;

- (b) keep a record of the minutes of all meetings;
- (c) keep a roll of names and addresses of the members of the Board;
- (d) attend to correspondence of the Board;
- (e) prepare all reports required under any *Act* or regulation of the Province of Ontario;
- (f) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the *Act*;
- (g) be the custodian of the seal of the Corporation;
- (h) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide the office of the Public Guardian and Trustee in accordance to the provisions of the *Charities Accounting Act* (Ontario);
- (i) ensure that appropriate notice of Board and Committee meetings is given to the Directors;
- (j) chair the first meeting of the Directors of the Corporation following the annual general meeting until such time as the Chair of the Board is elected by the Directors; and
- (k) perform such other duties as the Board may direct.

5.06 Duties of President and Chief Executive Officer

- (a) The President and Chief Executive Officer will be the Secretary of the Board.
- (b) The President and Chief Executive Officer shall:
 - (i) be responsible to the Board for the general administration, organization and management of the Corporation in accordance with Policies established by the Board and report to the Board on such matters;
 - (ii) attend meetings of the Board and of its Committees or his/her delegate.
 - (iii) be responsible to the Board, for taking such action as the President and Chief Executive Officer considers necessary to ensure compliance with the *Act*, the *Public Hospitals Act* and the Regulations thereunder and the Bylaw of the Corporation;
 - (iv) employ, control and direct all employees of the Corporation;
 - (v) notwithstanding the provisions of section 8.02, be responsible for payment of all amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget, or otherwise as may be established from time to time by resolution of the Board;
 - (vi) report to the Board any matter about which it should have knowledge;

- (vii) report to the Chief of Staff or President of Medical Staff:
 - (A) any oversight of clinical practice of the Professional Staff members in the Hospital;
 - (B) any failure of a member of the Professional Staff to act in accordance with statute law or regulations thereunder, or Corporation Bylaw and rules;
 - (C) any patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending member of the Professional Staff; and
 - (D) any other matter about which the President and Chief Executive Officer or they should have knowledge;
- (viii) represent the Hospital externally to the community, government, media and other organizations and agencies;
- (ix) communicate with related healthcare agencies to promote co-ordination and/or planning of local healthcare services;
- (x) establish an organizational structure to ensure accountability of all programs, services and staff for fulfilling the mission, objectives and strategic plan of the Hospital; and
- (xi) be a non-voting member of the Medical Advisory Committee.

5.07 Protection of Directors and Officers

- (a) Except as otherwise provided in the *Act*, no Director, officer, or member of any Committee appointed or authorized by the Board shall be liable to the Corporation or to the Members for the acts, receipts, neglect or default of any other Director, officer, employee or Committee member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever which shall occur in the execution of the duties of their office or in relation thereto unless the same is occasioned by their own wilful neglect or default or by their dishonest, fraudulent or criminal act.
- (b) Directors, officers and members of said Committees shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation or such Committee shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by them in the performance of their duties and functions (or in the performance of what they honestly believed was in the proper performance of their duties and functions (as such Director, officer or

Committee member)), provided they acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

5.08 Indemnification of Officers and Directors

Every Director, officer and member of a Committee appointed or authorized by the Board, their heirs, executors, administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against all costs, charges and expenses whatsoever which such Director, officer or Committee member sustains or incurs in or in relation to any claim, action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done, permitted to be done or omitted to be done by them in or in relation to the execution of the duties of such office or in respect of any such liability and all other costs, charges and expenses which the Director, officer or Committee member sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by or are due to their own wilful neglect or default or by their dishonest, fraudulent or criminal act.

5.09 Indemnification of Employees

The Corporation may indemnify an employee or former employee of the Corporation or independent contractor (hereinafter referred to as the "Indemnified Person") who acts or acted at the Corporation's request and the Indemnified Person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnified Person in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Person is made a party by reason of being or having been an employee of the Corporation, if,

- (a) the Indemnified Person acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Person had reasonable grounds for believing that the Indemnified Person's conduct was lawful.

5.10 Insurance

The Board will cause to be purchased and maintained as it considers advisable and necessary to ensure that Directors, officers and members of Committees will be indemnified and saved harmless in accordance with this Bylaw. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.01 Regular Meetings

- (a) The Board shall meet at the Head Office of the Corporation at such time, day and place as the Board may from time to time determine. The Secretary of the Board

shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office.

- (b) There shall be at least five (5) regular meetings per annum.

6.02 Special Meetings

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if three (3) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, and shall be given at least forty-eight (48) hours in advance of the meeting.

6.03 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this Bylaw, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Guests may attend in-camera meetings of the Board only upon:
 - (i) invitation by the chair of the meeting;
 - (ii) invitation by the President and Chief Executive Officer with the approval of the Chair of the meeting; or
 - (iii) resolution of the Board.
- (d) Minutes shall be kept for all meetings of the Board.
- (e) Despite any other provisions of this Bylaw, any Director may at any time require that a vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.

6.04 Quorum

A quorum for any meeting of the Board shall be a majority of the Directors.

6.05 Rules of Order

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Medical or Professional Staff, or of any Committee, which have not been provided for in this Bylaw or by the *Act* or by the *Public Hospitals Act* or Regulations thereunder, or the Medical Staff Rules, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

6.06 Rules

The Board may, from time to time, make such rules as it may deem necessary or desirable for the better management, operation, and maintenance of the Hospital, provided however that any such rule shall conform with the provision of this Bylaw, and the requirement of the *Federal and Provincial Acts* governing hospitals.

ARTICLE 7. COMMITTEES OF THE BOARD

7.01 Establishment of Committees

- (a) At the first regular meeting of the Board following the annual meeting, the Board shall appoint the following standing Committees, and name the Chair of each Committee where necessary:
 - (i) Governance Committee
 - (ii) Audit Committee;
 - (iii) Ethics Committee;
 - (iv) Finance and Property Committee;
 - (v) Fiscal Advisory Committee;
 - (vi) Joint Conference Committee;
 - (vii) Personnel Committee;
 - (viii) Continuous Quality Improvement Committee; and
 - (ix) such other standing and ad hoc Committees as it deems appropriate or as are required by the *Public Hospitals Act*.
- (b) The Board may at any meeting appoint and prescribe the duties of any special Committee and name the Chair of each special Committee.
- (c) The Board may by resolution dissolve any special Committee at any time.
- (d) Meetings of the respective Committees may also be held at the call of the respective Committee's chair.
- (e) On an annual basis, the standing and special Committees of the Board shall establish goals and objectives that are aligned with the Corporation's strategic plan and key corporate priorities.
- (f) The terms of reference and performance of the standing and special Committees of the Board shall be evaluated on a yearly basis.
- (g) The Board may appoint, for a term not to exceed one (1) year additional members to Board Committees who are not Directors but who have the right to vote provided a majority of the Committee members are Directors.

- (h) No decision of a Committee shall be binding on the Board until approved or ratified by the Board, or in urgent circumstances, by the Governance Committee;
- (i) All committees are accountable to the Board.

7.02 Governance Committee

The Governance Committee may also act as the Bylaw Committee and Nominations Committee or may strike sub-committees to act as the Bylaw Committee and Nominations Committee.

(a) Committee Membership

- (i) Chair of the Board, whom shall be chair;
- (ii) Vice-Chair of the Board;
- (iii) President and Chief Executive Officer;
- (iv) Chief of Staff;
- (v) Chair, Finance and Property Committee;
- (vi) 3 Directors;
- (vii) Additional voting directors as appropriate, not to exceed two.

(b) Support

- (i) Vice- President, Financial Services;
- (ii) Vice-President, Corporate Services;
- (iii) Vice-President, Patient Care Services.

(c) Responsibilities of the Governance Committee

- (i) Create a Renfrew Victoria Hospital governance model;
- (ii) Set criteria for board recruitment/selection;
- (iii) Board structure;
- (iv) Committee structure;
- (v) Governance principles;
- (vi) Board development and orientation;
- (vii) Board evaluation and accountability;
- (viii) Succession planning for Directors' and Chief Executive Officer's positions;

- (ix) Bylaw/policy support to governance;
- (x) Annual general meeting of the Corporation;
- (xi) Stakeholder relationship management and structure;
- (xii) Monitor/assess governance model as required;
- (xiii) Recommend governance improvements;
- (xiv) Serve as an information resource to the President and Chief Executive Officer at his/her request;
- (xv) Perform such other tasks as requested by the Board and with the ability to make decisions on behalf of the Board in urgent circumstances, between Board meetings;
- (xvi) Report on the actions of any such circumstances to the Board;
- (xvii) Perform other activities as directed by the Board;
- (xviii) Strategic planning.

d) Meetings

The Committee shall meet at the call of the Chair.

7.03 Audit Committee

(a) Committee Membership

- (i) Treasurer of the Board (whom shall NOT be chair);
- (ii) 2 Directors, one whom shall be chair;
- (iii) Additional voting directors as appropriate, not to exceed two.

The majority of the members of the Audit Committee shall be independent of the Finance and Property Committee.

(b) Support

- (i) Vice-President, Financial Services.

(c) Responsibilities of the Audit Committee

- (i) Annually review and recommend appointment of auditors;
- (ii) Review auditors' scope of examination;
- (iii) Review with the auditors the annual financial statements and auditors' report prior to submission to the Board;

- (iv) Inquire into financial controls, accounting policies and procedures and internal financial systems adjustments recommended by auditors' and/or statutory or regulatory requirements;
- (v) Recommend for Board approval improvements in financial accounting and procedural systems as required;
- (vi) Review state of information technology in use as it relates to the finances of the organization to ensure appropriate recovery plans and other risk related issues;
- (vii) Respond to all expressed concerns relating to any financial management irregularity.

(d) Meetings

The Committee shall meet at the call of the Chair.

7.04 Ethics Committee

(a) Ethics Committee Membership

- (i) 2 Directors, one of whom shall be named chair;
- (ii) 2 Medical Staff representatives;
- (iii) 2 Ministerial Association Representatives;
- (iv) President and Chief Executive Officer;
- (v) Up to 3 members from the public who have a special interest in ethical issues.

(b) Support

- (i) Vice-President, Patient Care Services
- (ii) Nurse Manager

(c) Responsibilities of The Ethics Committee

- (i) Act in an advisory capacity only;
- (ii) Educate the committee, staff, patients and patients' families on ethics, rights and how to do ethical thinking;
- (iii) Input into the establishment of policies related to confidentiality, anonymity, and release of information to the local news media. The Committee may also assist in developing policies for the use of new technology;

- (iv) Function as a patient centered committee and raise the consciousness of patient rights;
- (v) Develop framework for moral discourse that will support good ethical decision making and make contributions towards the quality of care given to patients;
- (vi) Develop protocols for presenting issues to and communicating the Committee's recommendations back to family members and hospital staff;
- (vii) Assist with the naming of surrogates for incapacitated patients;
- (viii) Seek judicial review when a decision is beyond a reasonable range;
- (ix) Support patient autonomy and act as a resource for staff, patients and patients' families in issues related to ethics;
- (x) Support and promote organ donation in a compassionate manner.

(d) Meetings

The Committee shall meet at the call of the Chair.

7.05 Finance and Property Committee

(a) Committee Membership

- (i) 4 Directors, one of whom shall be named chair;
- (ii) Additional voting directors as appropriate, not to exceed two;
- (iii) President and Chief Executive Officer.

(b) Support

- (i) Vice-President, Financial Services.

(c) Responsibilities of the Finance and Property Committee

- (i) Oversee and ensure the integrity of the corporation's financial affairs;
- (ii) Oversee and monitor the corporation's assets and risk management;
- (iii) Establish priorities for future capital expenditures and resources required to implement the strategic plan;
- (iv) Review, provide guidance and/or recommend to the Board, on issues relating to:

(A) Financial policies,

(B) Corporation's Operating and Capital budgets,

(C) Annual budget for capital and operating revenue and expenditures,

(D) Performance of investments,

(E) Corporation's insurance,

(F) Financial Statements,

(G) Pension and other liabilities (compensation),

(v) Inform and advise the Board on all property matters.

(d) Meetings

The Committee shall meet at the call of the Chair.

7.06 Fiscal Advisory Committee

(a) Committee Membership

(i) President and Chief Executive Officer, whom shall be chair;

(ii) Member of Medical Staff, appointed or elected;

(iii) Nurse Manager, appointed or elected;

(iv) Staff Nurse who is a member of the local Ontario Nurses Association;

(v) Staff member who is a member of the local Canadian Union of Public Employees Association;

(vi) In addition, the President and Chief Executive Officer of the Corporation may appoint other persons to the Fiscal Advisory Committee.

(b) Support

(i) Vice- President, Financial Services;

(ii) Vice-President, Corporate Services;

(iii) Vice-President, Patient Care Services.

(c) Responsibilities of Fiscal Advisory Committee

(i) The Fiscal Advisory Committee shall make recommendations to the Board with respect to the operation, use and staffing of the Hospital.

(d) Meetings

The Committee shall meet at the call of the Chair.

7.07 Joint Conference Committee

(a) Committee Membership

- (i) Board Chair, whom shall be chair;
- (ii) Vice-Chair of the Board;
- (iii) 1 Director;
- (iv) Chief of Staff;
- (iv) 2 members of Active Medical Staff, one of whom shall be the President of the Medical Staff;
- (v) President and Chief Executive Officer.

(b) Support

- (i) President and Chief Executive Officer.

(c) Responsibilities of the Joint Conference Committee

- (i) Provide liaison among the Board, the Hospital Management and the Medical Staff;
- (ii) Discuss sensitive issues which are not appropriate to be dealt with by any other existing committee of the Board, and if possible, provide understanding on points of mutual interest to the Board, the Hospital management and the Medical Staff and report back to the Board and to the Medical Advisory Committee;
- (iii) Advise the Board on matters pertaining to Medical Staff discipline.

(d) Meetings

The Committee shall meet at the call of the Chair.

7.08 Personnel Committee

(a) Personnel Committee Membership

- (i) 3 Directors, one of whom shall be named chair;
- (ii) President and Chief Executive Officer.

(b) Support

- (i) Vice President, Corporate Services.

(c) **Responsibilities of the Personnel Committee**

Shall advise the Board on personnel matters, i.e. collective bargaining agreements, policies and procedures, working conditions, compensation, employee benefits, staff development programs, leaves, vacation, payroll information, professional growth, and standards.

(d) **Meetings**

The Committee shall meet at the call of the Chair.

7.09 Continuous Quality Improvement Committee

(a) **Quality Improvement Committee Membership**

- (i) 4 Directors one of whom shall be named chair;
- (ii) Chief of Staff or President of Medical Staff;
- (iii) President and Chief Executive Officer,
- (iv) Staff nurse as under section 9.01 (d).

(b) **Support**

- (i) Vice President, Patient Care Services;
- (ii) Accreditation Coordinator.

(c) **Responsibilities of the Continuous Quality Improvement Committee**

- (i) Review and recommend to the board policies, standards and initiatives relating to major areas of clinical quality, human resources, occupational health and safety, patient safety, and other aspects of organizational performance;
- (ii) Review the organization's major plans for performance improvement, patient safety and other major improvement initiatives, and recommend these plans to the board, Report annually to the Board on the outcome of these plans and key improvements and issue;
- (iii) Approve a set of key indicators for measuring clinical quality, customer service, and patient safety to be included in the Corporate Balanced Scorecard. Review and approve the Corporate Balanced Scorecard and Patient Satisfaction Survey results and report in a summary fashion to the Board;
- (iv) Monitor timely, summary reports of Hospital and Medical Staff quality assessment, clinical risk management, patient relations and improvement activities, and assess alignment to accreditation standards and the organization's quality policies, standards and goals. Advise the Board on

material issues and opportunities for improvement, including outcomes of the Senior Quality of Care Committee;

- (v) Review the reports of accreditation agencies and other external quality review bodies, and report in a summary fashion to the Board;
- (vi) Receive notification and support participation in educational opportunities on important trends in quality of care measurement, performance improvement, customer service and patient safety. Receive reports from members and staff on key industry trends and initiatives;
- (vii) Monitor the implementation of the organization's strategic plan and report to the Board as appropriate;
- (viii) Review and make recommendations to the Board on any other matter pertaining to the quality of care, patient safety or customer service in the organization.

(d) Meetings

The Committee shall meet at the call of the Chair.

ARTICLE 8. FINANCIAL

8.01 Bonding-Fidelity Insurance

- (a) Directors, officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) The requirements of paragraph 8.01 (a) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraphs 8.01 (a) or (b) above.

8.02 Banking and Borrowing

- (a) The Board shall by resolution, from time to time, designate the bank in which the bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and they are hereby authorized for and in the name of the Corporation:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;

- (ii) to receive and deposit all Corporation monies in the bank designated under paragraph 8.02 (a) above, and give receipts for same;
- (iii) to assign and transfer to the bank all or any stocks, bonds, or other securities;
- (iv) from time to time, to borrow money from the bank;
- (v) to transact with the said bank any business which they may think fit;
- (vi) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
- (vii) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the bank designated by the Board under paragraph 8.02 (a) above.
- (viii) to receive all paid cheques and vouchers; and
- (ix) to sign the bank's form of settlement of balance and release.

8.03 Signing Officers

Either the Chair or Vice-Chair of the Board, together with either the President and Chief Executive Officer or the Treasurer shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages and other documents, for which Board approval is required.

The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in paragraph 8.03 (a), and will institute and effect such internal audit procedures as it shall determine in consultation with the Auditor of the Corporation.

8.04 Seal

The seal of the Corporation shall be in the form impressed hereon.

8.05 Investments

The Board may invest in any investments which are authorized by the Corporation's investment policy.

8.06 Endowment benefits

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by paragraph 8.02.
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.

- (c) The Secretary shall by registered mail, give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph 8.06 (b) which come into the control or possession of the Corporation.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

8.07 Auditor

- a) The Corporation shall at its Annual Meeting appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of The *Public Accountancy Act* (Ontario), to hold office until the next Annual Meeting of the Corporation.
- b) The Auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein.
- c) In addition to making the report at the Annual Meeting of the Corporation, the Auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

ARTICLE 9. PARTICIPATION OF NURSES

9.01 Participation of Nurses on Committees

A staff nurse elected in accordance with this Bylaw and a nurse who is a manager appointed in accordance with this Bylaw shall be a member, with full voting privileges, on the following Committees:

- (a) Occupational Health and Safety Committee;
- (b) Pharmacy Committee;
- (c) Admission, Discharge and Utilization Committee;
- (d) Continuous Quality Improvement Committee;
- (e) Tissue, Audit and Infection Committee; and
- (f) any other Committee as the Board may deem advisable.

9.02 Election of Staff Nurses

- (a) There shall be an annual meeting of nurses.
- (b) A Nomination Committee shall be elected by staff nurses at each annual meeting of the staff nurses and shall consist of three (3) staff nurses.
- (c) The Nominating Committee shall, at least thirty (30) days before the annual general meeting of the staff nurses, post in all nursing units, a list of the names of those staff nurses who are nominated to the various hospital Committees that require nursing participation.
- (d) The Nominating Committee shall call for any further nominations to be made in writing to the chair of the Nominating Committee within fourteen (14) days after the posting of the names referred in paragraph 9.02 (c) above.
 - (i) These further nominations shall be signed by two (2) staff nurses;
 - (ii) These nominations shall be posted alongside the list referred to in paragraph 9.02 (c) above.
- (e) All nominees shall have signified in writing on the nomination form acceptance of the nomination.
- (f) Election of staff nurses to the various Committees in the Hospital that require nursing participation shall be conducted at each annual meeting of the staff nurses.

ARTICLE 10. PROGRAMS

10.01 Occupational Health and Safety Program

- (a) There shall be an Occupational Health and Safety Program for the Hospital.
- (b) The program referred to in paragraph 10.01 (a) above shall include procedures with respect to:
 - (i) a safe and healthy work environment in the Hospital;
 - (ii) the safe use of substances, equipment and medical devices in the Hospital;
 - (iii) safe and healthy work practices in the Hospital;
 - (iv) the prevention of accidents to persons on the premises of the Hospital; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.

- (c) The person designated by the President and Chief Executive Officer to be in charge of occupational health and safety in the Hospital shall be responsible to the President and Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
- (d) The President and Chief Executive Officer shall report to the Board as necessary on matters in respect to the Occupational Health and Safety Program.

10.02 Health Surveillance Program

- (a) There shall be a Health Surveillance Program for the Hospital.
- (b) The program referred to in paragraph 10.02 (a) above shall:
 - (i) be in respect of all persons carrying on activities in the Hospital; and
 - (ii) include a Communicable Disease Surveillance Program.
- (c) The person designated by the President and Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the President and Chief Executive Officer for the implementation of the Health Surveillance Program.
- (d) The President and Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

10.03 Organ Donation Program

The Board shall approve procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors;
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donation; and
- (c) ensure that such procedures are implemented in the Hospital.

10.04 Terms of Reference

The terms of reference for the programs shall be contained in the Administrative Rules.

ARTICLE 11. VOLUNTARY ASSOCIATIONS

11.01 Authorization

The Board may sponsor the formation of a voluntary association(s) as it deems advisable.

11.02 Purpose

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the patients treated in the Hospital.

11.03 Control

Each such association shall elect its own officers and formulate its own Bylaw, but at all times the Bylaw, objects and activities of each such association shall be subject to review and approval by the Board.

11.04 Representation on Board

The Board may determine a mechanism to provide for representation by the voluntary association(s) on the Board.

11.05 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control. Subject to Board approval, a review engagement is acceptable for this purpose.
- (b) The Auditor for the Hospital shall be the auditor for the voluntary association(s) under this section.

ARTICLE 12. MEDICAL STAFF

12.01 Purpose of the Medical Staff Organization

The purposes of the Medical Staff organization, in addition to fulfilling the responsibilities established by the laws of Ontario and this Bylaw, are:

- 1) to provide a structure whereby the members of the Medical Staff participate in the Hospital's planning, policy setting, and decision making, and
- 2) to serve as a quality assurance system for medical care rendered to patients by the Medical Staff and to ensure the continuing improvement of the quality of medical care.

12.02 Appointment

The Board shall appoint annually a Medical Staff for the Hospital.

12.03 Application For Appointment To The Medical Staff

- 1) An application for appointment to the Medical Staff shall be processed in accordance with the provisions of the Public Hospitals Act.
- 2) The President and Chief Executive Officer shall supply a copy of the Bylaw, the Policies and Guidelines the Hospital and the Public Hospitals Act to each physician who expresses in writing the intention to apply for appointment to the Medical Staff.

- 3) The application for appointment to the Medical Staff shall be submitted to the President and Chief Executive Officer with a copy to the Chairman of Medical Advisory Committee.
- 4) Each application shall contain:
 - a) a statement by the applicant that he/she has read the Public Hospitals Act, Policies and Guidelines of the Medical Staff and the Bylaw of the Hospital;
 - b) an undertaking that, if he/she is appointed to the Medical Staff of the Hospital, he/she will govern themselves in accordance with the requirements set out in the Bylaw, Policies and Guidelines of the Hospital;
 - c) evidence of medical malpractice protection coverage satisfactory to the Board;
 - d) a list of the privileges which are requested;
 - e) an up-to-date curriculum vitae;
 - f) a list of three appropriate referees;
 - g) information of any previous disciplinary proceeding where there was an adverse finding;
 - h) a signed consent authorizing any medical licensing authority to provide a report on:
 - i) any action taken by its disciplinary committee; and
 - j) whether his/her privileges have been curtailed or cancelled by any medical licensing authority or by another hospital because of incompetence, negligence or any act of professional misconduct.
- 5) Each applicant shall visit the Hospital for an interview with appropriate members of the Medical Staff and the President and Chief Executive Officer or his/her delegate.
- 6) The President and Chief Executive Officer shall keep the original application on file.

12.04 Criteria for Appointment of Members of the Medical Staff

- 1) Only an applicant qualified to practise medicine and licensed pursuant to the laws of Ontario is eligible to be a member of and appointed to the Medical Staff of the Hospital.
- 2) The applicant will have:
 - a) a certificate of professional conduct from the College of Physicians and Surgeons of Ontario;
 - b) a willingness to participate in the discharge of staff obligations appropriate to membership group;
 - c) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or Chief of Department in the last hospital in which the applicant trained or held an appointment;

- d) in the case of a certified specialist, a report from the Chief of Department in which training was completed, as well as a report from the Chief of the Department in which he/she last practised;
 - e) evidence of medical malpractice protection coverage satisfactory to the Board; and
 - f) adequate training and experience for the privileges requested.
- 3) The applicant must agree to govern himself/herself in accordance with the requirements set out in this Bylaw, the Medical Staff Policies and Guidelines and the Hospital policies.
 - 4) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgment.

12.05 Term

Each appointment to the Medical Staff shall be for one year, but shall continue in effect until the Board has made appointments for the ensuing year.

12.06 Alternation, Suspension and Renovation of Physician Privileges

- 1) Where,
 - a) a member of the Medical Staff fails to comply with the Bylaw or Rules of the Hospital; or
 - b) there is a question of the competence or conduct of a member of the Medical Staff creating a risk of harm to patientsany or all of the privileges of a member of the Medical Staff may be immediately altered or suspended by the Chief of Staff.
- 2) Notwithstanding Article 12.06 the Chief of Staff or the President of Medical Staff may seek an undertaking from a member of the Medical Staff not to exercise any or all of his/her privileges where,
 - a) a member of the Medical Staff fails to comply with the Bylaw and rules of the Hospital; or
 - b) there is a question of the competence or conduct of a member of the Medical Staff creating a risk of harm to patients.
- 3) Where any or all of the privileges of a member of the Medical Staff is altered or suspended pursuant to Article 12.06, the Chief of Staff shall give written notice to the member of the Medical Staff confirming the alteration or suspension and the notice shall inform the member of the Medical Staff that he/she is entitled to:
 - a) written reasons for the alteration or suspension if a request is received by the Chief of Staff or the President of Medical Staff within 7 days of the receipt by the member of the Medical Staff of the notice; and
 - b) a hearing before the Board if a written request is received by the Board within 7 days of the receipt by the applicant of the written reasons under clause (a) and the member of the Medical Staff may so require such reasons and hearing.

- 4) Where the member of the Medical Staff does not require a hearing by the Board in accordance with Article 12.07, the Board shall review the decision taken by the Chief of Staff or the President of Medical Staff and may make any decision it deems appropriate in the exercise of its powers under clause 33 (c) of The Public Hospitals Act.
- 5) a) Prior to its review pursuant to Article 4.09 or the holding of a hearing pursuant to Article 5.08 the Board may refer the matter to the Medical Advisory Committee to receive and consider the reasons for the alteration or suspension by the Chief of Staff or the President of Medical Staff for its recommendation.
 - b) If the matter is referred to the Medical Advisory Committee by the Board pursuant to Article 4.07 (a), the Medical Advisory committee shall afford the member of the Medical Staff an opportunity to be heard in a manner consistent with the Public Hospital's Act but the Medical Advisory Committee is not obliged to hold a hearing pursuant to the provisions of the Statutory Powers Procedure Act.
 - c) If the Board refers the matter to the Medical Advisory Committee pursuant to Article 4.07 (a), the Medical Advisory Committee shall:
 - i) notify the member of the staff that he/she is entitled to be heard and if a request is received by the Medical Advisory Committee within 7 days of the receipt by the member of the Medical Staff of the notice, and;
 - ii) if requested, afford the member of the Medical Staff an opportunity to be heard in a manner to be decided upon in the discretion of the Medical Advisory Committee, it being understood that the Medical Advisory Committee need not provide the member of the Medical Staff with a hearing pursuant to the provisions of the Statutory Powers Procedures Act, and
 - iii) notify the member of the Medical Staff of the recommendation.
- 6) Where the privileges of a member of the Medical Staff are altered or suspended pursuant to Article 12.06, the alteration or suspension shall continue notwithstanding any request for a hearing by the member of the Medical Staff until a decision is taken by the board or where there is an appeal to the Hospital Appeal Board or the Divisional Court, a decision has been taken by the Hospital Appeal board or the Divisional Court.

12.07 Appeal Process

Any appeal of this decision will be dealt with according to the Public Hospitals Act.

12.08 Privileges

A Medical Staff member shall not perform within the Hospital any procedure which is not within his/her approved list of procedures except in emergency circumstances. And then only until a Medical Staff member who is privileged to perform the procedures being done becomes available. It shall then be the duty of such qualified person to take full control of the operation and post-operative management. Where the forementioned circumstances exist, the clinical responsibility shall be clearly explained to the patient or the patient's guardian by the involved physicians.

12.09 Disciplinary Provision

- 1) The Chief of Staff or the Board with cause may suspend or vary the privileges of any member of the Medical Staff at any time and shall advise the Medical Advisory Committee and Medical Staff member concerned within 24 hours of such action.
- 2) A member of Medical Staff may be disciplined when:
 - a) he/she exceeds the limits of his/her privileges except in cases of emergency as outlined in Article 12.08.
 - b) he/she fails to complete a patient's record within 14 days after discharge of the patient;
or
 - c) he/she fails within jurisdiction of the Medical Advisory Committee to attend required number of meetings in the calendar year.
- 3) A reasonable and appropriate disciplinary action against a delinquent member may include:
 - a) removal from the Medical Staff of the Hospital; or
 - b) suspension from the Medical Staff of the Hospital for a specified period of time; or
 - c) certain restrictions upon his/her Hospital privileges for a specified period of time and may include suspension of Hospital admitting privileges.
- 4) Any member of Medical Staff who considers himself/herself aggrieved by any decision revoking or suspending his/her appointment to the Medical Staff or suspending or substantially altering his/her Hospital privileges is entitled to the grievance and appeal process as outlined in the Public Hospital's Act of Ontario.

12.10 Re-Appointment

- 1) Each year the Board shall require each member of the Medical Staff to make written application for reappointment to the Medical Staff on the prescribed form to the Credentials Committee.
- 2) The applications for re-appointment to the Medical Staff shall be processed as set out in Article 12.04.

12.11 Criteria for Re-appointment to the Medical Staff

- 1) The applicant continues to meet the criteria set out at Article 12.04.

12.12 Refusal to Re-Appoint

Pursuant to the Public Hospitals Act, the Board may refuse to re-appoint a member of the Medical Staff.

12.13 Application for Change of Privileges

- 1) Where a physician wishes to change his/her privileges, an application shall be submitted listing the change of privileges which is requested and evidence of appropriate training and competence.
- 2) The application shall be processed in accordance with the provisions of the Public Hospitals Act.
- 3) An applicant shall submit the original written application to the President and Chief Executive Officer.
- 4) The President and Chief Executive Officer shall refer the application to the Medical Advisory Committee/Credentials Committee for review.

12.14 Monitoring Aberrant Practices

Where any member of the Medical Staff, Dental Staff or Hospital Staff believes that a member of the Medical Staff is attempting to exceed his/her privileges or is temporarily incapable of providing a service that he/she is about to undertake, the belief may be communicated to the Chief of Staff and to the President and Chief Executive Officer.

12.15 Viewing Operations or Procedures

Any operation or procedure performed in the Hospital may be viewed without the permission of the physician by the Chief of Staff or delegate.

12.16 Obligatory Consultations

Obstetrics and Gynaecology

- 1) No pelvic or abdominal operation shall be performed upon a pregnant woman without prior consultation with a member of the active or consulting staff, and without the indications for such operation.
- 2) Except in an extreme emergency, a physician who is a member of the Active Medical Staff or Consulting Medical Staff, who is not the anaesthetist for the operation shall be called to examine the patient, and express in writing and sign his/her findings on the examination, his/her diagnosis, and his/her opinion on treatment in all cases involving any of the following:
 - a) first Caesarean section;
 - b) version;
 - c) indication or use of mid forceps;
 - d) any destructive operation on the foetus;
 - e) all procedures by which a known or suspected pregnancy may be interrupted;
 - f) all primipara breeches and premature breech presentation;
 - g) multiple gestation;

- 3) Certified specialists in Obstetrics and Gynaecology may be exempt from subsections 1) and 2).

ARTICLE 13. CATEGORIES OF MEDICAL STAFF

The Medical Staff shall be divided into the followings:

- a) active
- b) associate
- c) consulting
- d) locum tenens
- e) temporary
- f) honorary
- g) casualty officer
- h) dental

13.01 Active Staff

- 1) The active staff shall consist of those physicians who have been appointed by the Board.
- 2) Except where approved by the Board, no physician with an active staff appointment at another hospital shall be appointed to the active staff.
- 3) Every physician applying for appointment to the active Medical Staff will be assigned to the associate staff for a probationary period.
- 4) All active staff members are responsible for assuring that medical care is provided to all patients in the Hospital.
- 5) All active staff members shall have admitting privileges unless otherwise specified in their appointment to the Medical Staff.
- 6) Active staff members shall be eligible to vote at Medical Staff meetings, to hold office and to sit on any committee of the Medical Staff.
- 7) Each member of the active staff shall:
 - a) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff to which the physician has been assigned;
 - b) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;
 - c) may participate on the 24 hour rotational call schedule to cover the emergency department;

- d) act as a supervisor when requested by the Chief of Staff; and
- e) sit and participate on Medical Staff Committees as appointed by the Medical Advisory Committee.

13.02 Associate Staff

- 1) Each associate staff member shall have admitting privileges unless otherwise specified in the appointment.
- 2) An associate staff member shall work for a probationary period under the supervision of an active staff member named by the Chief of Staff to which the associate staff member has been assigned.
- 3) A supervisor shall carry out the duties in accordance with the medical and dental staff rules.
- 4) After one year the appointment of a physician to the associate staff shall be reviewed by the Credentials Committee who shall report to the Medical Advisory Committee.
- 5) The Medical Advisory Committee may recommend that the physician be appointed to the active staff or may require the physician to be subject to a further probationary period not longer than six months.
- 6) The Chief of Staff, upon the request of an associate staff member or a supervisor, may assign the associate staff member to a different supervisor for a further probationary period.
- 7) At any time an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the associate staff member be terminated.
- 8) No member of the Medical Staff shall be appointed to the associate staff for more than 18 consecutive months.
- 9) An associate staff member shall,
 - a) attend patients, and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee, and
 - b) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff to which the physician has been assigned.
- 10) A member of the associate staff shall not vote at Medical Staff meetings nor be elected a Medical Staff officer, but may be appointed to a committee of the Medical Staff.

13.03 Consulting Staff

- 1) The Consulting Staff shall consist of:
 - a) Specialists with a fellowship in their speciality;
 - b) Specialists with certification in their speciality; or

- c) Telehealth physicians.
- 2) In this section:
- a) "Certification" means the holding of a certificate in a medical or surgical speciality issued by an professional body recognized by the Board after consultation with the Medical Advisory Committee;
 - b) "Fellowship" means a fellowship in a professional medical college recognized by the Board after consultation with the Medical Advisory Committee.
- 3) The Board may grant a physician an appointment to the Consulting Staff in one or more of the following circumstances:
- a) the applicant has an active staff commitment at another hospital, or
 - b) the applicant lives at such a remote distance from the Hospital that it limits full participation in active staff duties, but he/she wishes to maintain an affiliation with the Hospital, or
 - c) the applicant has a primary commitment to, or contractual relationship with, another community or organization, or
 - d) the applicant requests access to limited Hospital resources or out-patient programs or facilities, or
 - e) where the Board deems it otherwise advisable.
- 4) a) The Board may grant a physician an appointment to the consulting staff with such privileges as the Board deems advisable. Consulting staff may not admit patients to Hospital.
- b) The circumstances leading to an appointment under this section shall be specified by the physician on each application for re-appointment.
- 5) Each physician on the consulting staff may attend Medical Staff meetings but shall not be subject to the attendance requirements and penalties as provided by this Bylaw and the Medical Staff rules.
- 6) Unless required to attend by the Chief of Staff, members of the Consulting Staff shall not have the right to vote at Medical Staff meetings.
- 7) Members of the Consulting Staff shall not hold office and shall not be eligible for appointment to a committee of the Medical Staff.
- 8) A member of the Consulting Staff may give service in any case in which a consultation is required by the Medical or Dental Staff rules of the Hospital.

13.04 Locum Tenens

- 1) The Medical Advisory Committee upon the request of a member of the Medical Staff may recommend the appointment of a locum tenens as a planned replacement for that physician for a specified period of time not exceeding three months.

- 2) A locum tenens shall:
 - a) have admitting privileges unless otherwise specified;
 - b) work under the counsel and supervision of a member of the active Medical Staff who has been assigned this responsibility by the Chief of Staff or his delegate;
 - c) attend patients assigned to his/her care by the active staff member by whom he/she is supervised, and shall treat them within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
 - d) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff.

13.05 Temporary Staff

- 1) A temporary appointment may be made only for one of the following reasons:
 - a) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - b) to meet an urgent unexpected need for a medical service.
- 2) Notwithstanding any other provision in this Bylaw, the President and Chief Executive Officer, after consultation with the Chief of Staff or his/her delegate, may:
 - a) grant a temporary appointment to a physician who is not a member of the medical staff provided that such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and
 - b) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.
- 3) A temporary appointment shall not have privileges to admit patients.

13.06 Honourary Staff

- 1) A physician may be honoured by the Board with a position on the Honourary Staff of the Hospital because he/she:
 - a) is a former member of the medical staff who has retired from active practice; or
 - b) has an outstanding reputation or made an extraordinary accomplishment, although not necessarily a resident in the community.
- 2) Each member of the honourary staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- 3) Membership on the honourary staff is restricted to physicians.
- 4) Members of the honourary staff shall not:
 - a) have regularly assigned duties or responsibilities;
 - b) be eligible to vote at medical staff meetings or to hold office;

- c) be bound by the attendance requirements for medical staff meetings; or
- d) have admitting privileges.

13.07 Casualty Officer

- 1) Physicians, whose practice is confined to Emergency services, shall be designated and appointed as Casualty Officer. The privileges accorded to these physicians shall be approved by the Medical Director of Emergency Services, the Medical Advisory Committee and the Board of Directors, and shall include in-patient treatment privileges but not ongoing in-patient care.

A Casualty Officer who desires to increase his/her scope of practice in the area, may not transfer directly to the Active Staff, but must make formal application for staff membership in the normal manner, and will be subject to any manpower or other restrictions in force at the time of application.

- 2) Every physician applying for appointment as Casualty Officer shall be under the direction of the Medical Director of Emergency Services for a probationary period of 10 shifts. Full Casualty Officer privileges will be granted upon successful assessment after the probationary period.
- 3) Casualty Officers are responsible for ensuring that medical care is provided to all patients presenting in the Emergency Department.
- 4) Casualty Officers may assume responsibility for in-patient care if such responsibility is transferred from the back up physician.
- 5) Casualty Officers shall:
 - a) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Medical Director of Emergency Services and/or Chief of Staff ;
 - b) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board of Directors;
 - c) participate on the call schedule to cover the Emergency Department.

ARTICLE 14. MEDICAL STAFF DUTIES

- 1) Each member of the medical staff is accountable to and shall recognize the authority of the Board through the Chief of Staff and the President and Chief Executive Officer.
- 2) Each member of the medical staff shall:
 - a) attend and treat patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - b) notify the President and Chief Executive Officer any change in the licence to practise medicine made by the College of Physicians and Surgeons of Ontario;

- c) give such instruction as is required for the education of other members of the medical and Hospital staff;
- d) abide by the rules of the medical staff, this Bylaw, the Public Hospitals Act and all other legislated requirements; and
- e) abide by the Policies and Guidelines of the Medical Staff.
- f) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.
- g) obtain a consultation in writing on any patient under his care on whom a consultation is indicated or is required by the regulations under the Public Hospital Act, or by these Bylaw;
- h) endeavour to secure the written consent of the spouse or next of kin of a deceased patient or other appropriate persons authority for the performance of a post mortem examination on the body of the deceased person where appropriate; and
- i) for every patient under his care, make a written progress note on the patient's case record at least once every seven days.

14.01 Transfer of Responsibility

- 1) Whenever the responsibility for the care of a patient is transferred to another member of the medical staff, a written notation by the medical staff member who is transferring the care over to another shall be made and signed on the patient's medical record and the name of the medical staff member assuming the responsibility shall be noted in the patient's medical record and the medical staff member shall be notified immediately.
- 2) Pursuant to the Public Hospitals Act, where the Chief of Staff has cause to take over the care of a patient, the President and Chief Executive Officer, the attending physician and if possible the patient shall be notified immediately.

14.02 Chief of Staff

- 1) The Board shall appoint a member of the active medical staff to be the Chief of Staff after giving consideration to the recommendation of the Medical Staff.
- 2) Subject to annual confirmation by the Board, an appointment made under subsection (1) shall be for a term of two years, but the Chief of Staff shall hold office until a successor is appointed.
- 3) The Board may at any time revoke or suspend the appointment of the Chief of Staff.

14.03 Duties of the Chief of Staff

The Chief of Staff shall:

- (a) be accountable to the Board;

- (b) organize the medical and dental staff to ensure that the quality of the medical and dental care given to all patients of the Hospital is in accordance with policies established by the Board;
- (c) chair the Medical Advisory Committee;
- (d) advise the Medical Advisory Committee and the Board with respect to the quality of medical diagnosis, care and treatment provided to the patients of the Hospital;
- (e) assign, or delegate the assignment of, a member of the medical staff:
 - (f) to supervise the practice of medicine of any other member of the medical staff for any period of time; and
 - (g) assign, or delegate the assignment of, a member of the medical staff to discuss in detail with any other member of the medical staff any matter which is of concern to the Chief of Staff;
- (h) in consultation with the President and Chief Executive Officer, designate an alternate to act during an absence;
- (i) supervise the professional care provided by all members of the medical and dental staff;
- (j) report regularly to the Board and the Medical Staff about the activities, recommendations and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;
- (k) report to the Medical Advisory Committee on activities of the Hospital including the utilization of resources and quality assurance;
- (l) participate in the development of the Hospital's mission, objectives, and strategic plan;
- (m) work with the Medical Advisory Committee to plan medical manpower needs of the Hospital in accordance with the Hospital's strategic plan;
- (n) participate in Hospital resource allocation decisions;
- (o) be an ex officio member of all committees that report to the Medical Advisory Committee;
- (p) assure there is a process for participation in continuing medical and dental education;
- (q) advise the medical and dental staff on current Hospital policies, objectives and rules;
- (r) delegate appropriate responsibility to the Medical Directors of Departments.

ARTICLE 15. MEDICAL DIRECTOR

15.01 Medical Director of Department

- 1) The Board shall appoint on an annual basis the Medical Director of the Department, a physician from the clinical area who is on staff, after giving consideration to the recommendation of the Medical Advisory Committee.
- 2) The Board may at any time revoke or suspend the appointment of a Medical Director of a Department.

15.02 Duties of Medical Director

The Medical Director of a Department shall:

- a) through and with the Chief of Staff supervise the professional care provided.
- b) be responsible for the organization and implementation of a quality assurance program in the department;
- c) advise the Medical Advisory Committee through and with the Chief of Staff with respect to the quality of medical, and where appropriate dental, diagnosis, care and treatment provided to the patients and out-patients of the department;
- d) advise the Chief of Staff and the President and Chief Executive Officer of any patient who is not receiving appropriate treatment and care;
- e) be responsible to the Chief of Staff through and with the President and Chief Executive Officer for the appropriate utilization of the resources allocated to the department;
- f) report to the Medical Advisory Committee on activities of the department including utilization of resources and quality assurance;
- g) participate in the development of the department's mission, objectives and strategic plan;
- h) participate in department resource allocation decisions;
- i) notify the Chief of Staff and the President and Chief Executive Officer of his/her absence, and designate an alternate.

ARTICLE 16. MEETINGS - MEDICAL STAFF

16.01 Notice of Annual Meeting

Unless otherwise decided by the Medical Staff, the annual general meeting of the Medical Staff shall be held in the Hospital on the third Monday of December. Written notice of each annual meeting shall be circulated by the President of Medical Staff at least two weeks before the meeting.

16.02 Notice of Regular Meetings

A written notice of each regular meeting shall be circulated by the President of Medical Staff at least one week before the meeting.

16.03 Special Meetings

- 1) In cases of emergency, the President of the medical staff may call a special meeting.
- 2) Special meetings shall be called by the President of the medical staff or shall be called when requested in writing by any three members of the Medical Staff entitled to vote.
- 3) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.
- 4) The usual period of time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.

16.04 Quorum

- 1) A majority of the medical staff members entitled to vote shall constitute a quorum at any annual, general or special meeting of the medical staff.
- 2) In any case where a quorum of the Medical Staff has not arrived at the place named for the meeting within thirty (30) minutes after the time named for the start of the meeting, the meeting shall stand adjourned until the same day in the following week at the same hour and place. Those members of the Medical Staff who have presented themselves shall be given credit for their attendance at the meeting for the purpose of satisfying the attendance requirements of these Bylaw.

16.05 Order of Business

Annual Meeting

- 1) The order of business at the annual general meeting of the Medical Staff shall be:
 - a) reading and adoption of the minutes of the previous meeting;
 - b) business arising from the minutes and unfinished business;
 - c) reports from standing committees on medical administrative matters;
 - d) reports from special committees on medical administrative matters;
 - e) report of the Medical Advisory Committee, with recommendations for improvement of the professional work of the hospital based on the work done and results obtained during the past year;
 - f) reports of the elected officers of the Medical Staff;
 - g) election of officers for the following year;

Special Meeting

- 2) The order of business at a special meeting of the Medical Staff shall be:
 - a) reading of the notice calling the meeting;
 - b) the business for which the meeting was called;
 - c) adjournment.

Regular Meeting

- 3) The order of business at a regular monthly Medical Staff meeting shall be:
 - a) Business matters:
 - i) reading and adoption of the minutes of the last regular meeting and of any special meeting since the last regular meeting;
 - ii) business arising from the minutes and unfinished business;
 - iii) report of the secretary and communications;
 - iv) report of the treasurer;
 - v) report of the President and Chief Executive Officer;
 - vi) reports from standing committees on medical administrative matters;
 - vii) reports from special committees on medical administrative matters;
 - viii) new business;
 - b) Clinical Matters:
 - i) reports to the Medical Advisory Committee on clinical and professional matters to include: an analysis of the deaths in hospital since the previous meeting of the Medical Staff with special consideration of selected deaths; a discussion of the report of the Tissue, Audit and Infection Committee; and a discussion of infections, unimproved cases, errors in diagnosis, delayed recovery, results of therapy and similar matters;
 - ii) presentation of clinical material;
 - iii) discussion of clinical and professional matters including quality of medical records and recommendations for the improvement of the professional work of the hospital;
 - iv) adjournment.

16.06 Attendance at Regular Staff Meetings

- 1) The secretary of the Medical Staff shall arrange to have a record of attendance made and kept for each meeting of the Medical Staff. These records are for review by the Medical Advisory Committee.
- 2) Each member of the Medical Staff shall attend at least seven (7) of the regular monthly Medical Staff meetings in the calendar year.
- 3) a) When the case of a patient who has been examined by, operated on by, or has received treatment from a member of the Medical Staff, is to be presented at a general meeting or at a meeting of the Medical Advisory Committee, the physician who examined, operated on or treated the patient shall be given at least forty-eight hours notice by a Medical Staff Officer and shall attend such meeting prepared to present and discuss the case.
b) Failure of a member to comply with this may result in disciplinary action being taken against him/her as provided in Article 12.12.

ARTICLE 17. MEDICAL STAFF ELECTED OFFICERS

17.01 Eligibility for Office

Only members of the active medical staff may be elected or appointed to any position or office.

17.02 Duties of the President of the Medical Staff

The President of the medical staff shall:

- a) be a member of the Board and as a Trustee, fulfill his/her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
- b) be a member of the Medical Advisory Committee;
- c) report to the Medical Advisory Committee and the Board on any issues raised by the medical staff;
- d) be accountable to the medical staff and advocate fair process in the treatment of individual members of the medical staff;
- e) preside at all meetings of the medical staff;
- f) call special meetings of the medical staff; and
- g) be an ex-officio member of the Joint Conference Committee.

17.03 Duties of the Vice-President of Medical Staff

The Vice-President of the medical staff shall:

- a) act in the place of the President of the Medical Staff, perform his/her duties and possess his /her powers, in the absence or disability of the President;

- b) perform such duties as the President of the medical staff may delegate; and
- c) be a member of the Medical Advisory Committee.

17.04 Duties of the Secretary of the Medical Staff

The Secretary of the medical staff shall:

- a) be a member of the Medical Advisory Committee
- b) attend to the correspondence of the Medical Staff;
- c) give notice of medical staff meetings by posting a written notice thereof;
 - i) in the case of a regular or special meeting of the medical staff at least five days before the meeting;
 - ii) in the case of an annual meeting of the medical staff, at least ten days before the meeting;
- d) ensure that minutes are kept of all medical staff meetings;
- e) ensure that a record of the attendance at each meeting of the medical staff is made;
- f) perform the duties of the Treasurer for medical staff funds and be accountable therefor, when a Treasurer of the medical staff has not been elected; and
- g) act in the place of the Vice-President of the medical staff, performing his or her duties and possessing his/her powers in the absence or disability of the Vice-President.

17.05 Duties of the Treasurer of the Medical Staff

- 1) The medical staff may elect annually a Treasurer who shall keep the funds of the medical staff in a safe manner and be accountable therefor.
- 2) The Treasurer shall disburse medical staff funds at the direction of the medical staff as determined by a majority vote of the medical staff members present and entitled to vote at a medical staff meeting.

ARTICLE 18. MEDICAL ADVISORY COMMITTEE

18.01 Medical Advisory Committee Membership

- 1) The Medical Advisory Committee shall consist of:
 - a) the Chief of Staff, who shall be chair;
 - b) the President of the Medical Staff;
 - c) the Vice-President of the Medical Staff;

- d) the Secretary-Treasurer of Medical Staff;
 - e) the Chairman of the Emergency Services Committee;
 - f) a member at large;
 - g) the President and Chief Executive Officer, who shall be ex officio member of the Medical Advisory Committee, without the power to vote; and
 - h) the Vice-President of Patient Care Services, who shall be ex officio member of the medical Advisory Committee, without power to vote.
- 2) A quorum at any meeting of the committee shall be a majority of the committee members.

18.02 Medical Advisory Committee Duties

The Medical Advisory Committee shall:

- 1) Meet at the call of the Chair at least once in every month and keep minutes of these meetings.
- 2) Make recommendations to the Board concerning:
 - a) Medical Staff Bylaw;
 - b) policies and guidelines governing the conduct of the professional practice of medicine in the hospital;
 - c) the quality of hospital medical care rendered in the hospital.
- 3) Provide clinical supervision of the practice of medicine in the Hospital.
- 4) Appoint such committees as are required for the supervision, review and analysis of all clinical work in the Hospital. Name the Chairman of each of the Committees it appoints, and ensure that each meets and functions as required and keeps minutes of the meetings; receive, consider and act upon the report from each of the appointed committees.
- 5) Unless otherwise directed by the Medical Advisory Committee, or by these Bylaw, all committees appointed shall meet and submit a monthly report to the Medical Advisory Committee.
- 6) Advise and co-operate with the Board and the President and Chief Executive Officer in all matters pertaining to the professional, clinical and technical services.
- 7) Perform the duties of the credentials committee. In considering a recommendation for appointment, review:
 - a) the need of the Hospital for such an appointment; and
 - b) the impact such an appointment would have on available Hospital and community resources.

- c) in the case of a recommendation for appointment, specify the privileges which it recommends the applicant be granted.
- 8) Advise the Board on any matter requested by the Board.
- 9) Through the Chief of Staff, advise the Board on:
- a) medical quality assurance;
 - b) education;
 - c) clinical role of the Hospital; and
 - d) medical manpower plan.

ARTICLE 19. MEDICAL STAFF COMMITTEES ESTABLISHED BY THE BOARD

The following Medical Staff Committees are hereby established:

- 1) Credentials Committee.
- 2) Clinical Records Committee.
- 3) Admission, Discharge and Utilization Committee.
- 4) Tissue, Audit, Infection Committee.
- 5) Pharmacy Committee.

19.01 Appointment to Medical Staff Committees

The Medical Advisory Committee shall appoint the medical members of all Medical Staff Committees provided for in this Bylaw of the Hospital. Other members of Medical Staff Committees shall be appointed by the Board or in accordance with this Bylaw.

19.02 Medical Staff Committee Duties

In addition to the specific duties of each Medical Staff Committee as set out in this Bylaw, all Medical Staff Committees shall:

- a) meet as directed by the Medical Advisory Committee; and
- b) present a written report including any recommendations of each meeting to the next meeting of the Medical Advisory Committee.

19.03 Medical Staff Committee Chair

The Medical Advisory Committee shall appoint the chair of each Medical Staff Committee.

19.04 Medical Staff Committee Chair Duties

A Medical Staff Committee Chair:

- 1) shall chair the Medical Staff Committee meetings,
- 2) shall call meetings of the Medical Staff Committee,
- 3) unless otherwise directed by these Bylaw, all committees appointed shall meet and submit a monthly report
- 4) At the request of the Medical Advisory Committee, shall be present to discuss all or part of any report of the Committee, and
- 5) may request meetings with the Medical Advisory Committee.

19.05 Credentials Committee

- 1) The Medical Advisory Committee in its capacity as a Credentials Committee shall:
 - a) ensure that a record of the qualifications and professional career of every member of the medical staff and dental staff is maintained.
 - b) establish the authenticity of and investigate the qualifications of each applicant for appointment and re-appointment to the medical and dental staff and each applicant for a change in privileges.
 - c) submit a written report to the Medical Advisory Committee at or before its next regular meeting. The report shall include the kind and extent of privileges requested by the applicant, and, if necessary, a request that the application be deferred for further investigation.
 - d) consider every application for operating room or obstetrical privileges, for other hospital privileges or for an extension of previously granted privileges; and report to the Board the kind and extend of the privileges which are recommended to be granted by the Board to an application for membership on the Medical Staff, or to an applicant for promotion, or for increased privileges on the Medical Staff after consideration of:
 - i) an applicant's previous training and experience;
 - ii) the applicant's reputation concerning the quality of his/her professional work, and
 - iii) the professional knowledge and skill he/she has demonstrated in any service performed by them in the hospital.
 - e) in no case defer for more than two months the final report of the committee on any application presented to it.
 - f) investigate any contravention of the Bylaw of the Hospital, or of the regulations under the public Hospitals Act, of which any Medical Staff member may be accused or suspected, and make recommendation to the Board for dismissal, suspension or restriction of hospital privileges of any such member so contravening. The Committee, before making

its recommendations under this subparagraph shall hear and consider the explanations and defence of the Medical Staff member being disciplined.

- 2) The Committee shall perform any other duties prescribed by the Medical Advisory Committee.

19.06 Clinical Records Committee

- 1) The Clinical Records Committee shall be appointed by and report to the Medical Advisory Committee.
- 2) The Clinical Records Committee membership shall have Medical Staff representation, Vice-President of Corporate Services, Vice-President of Patient Care and the Manager of Clinical Records.
- 3) The Clinical Records Committee shall meet monthly except for July and August.
- 4) The Clinical Records Committee shall:
 - a) evaluate the completeness, accuracy and promptness of all entries in clinical records by reviewing a random sampling of case files on a monthly bases, and reporting areas of deficiency to staff members, departments, Medical Advisory Committee or Medical Staff meetings as appropriate. Special problem files that may be referred by the Health Records Department should also be reviewed.
 - b) examine the requirement for new or revised forms or formats of clinical records in relation to changing patterns or roles in clinical practice in the hospital, and to recommend new or revised forms.
 - c) formulate and recommend Hospital and Medical Staff Policies and regulations governing the following areas:
 - i) Content and format of medical records.
 - ii) Timely completion of records
 - iii) Disciplinary actions relating to Medical Staff deficiencies.
 - iv) Safeguarding the confidentiality and release of clinical information.
 - d) a review of medical records for completeness and quality of recording;
 - e) assist in studies relating to patient care.
 - f) recommend to the Chief of Staff any indication for disciplinary action of staff members for serious or repeated deficiencies in content and/or completion of records.
 - g) a review and revision of forms as they pertain to medical staff record keeping;
 - h) the retention of medical records and notes, charts and other material relating to patient care.

- 5) The Committee shall perform any other duties pertaining to medical record keeping as may be requested by the Medical Advisory Committee.

19.07 Admission, Discharge and Utilization Committee

- 1) The Admission, Discharge and Utilization Committee shall be appointed by and report to the Medical Advisory Committee.
- 2) The Admission, Discharge and Utilization Committee membership shall have four Medical Staff representatives, Vice-President of Corporate Services, the Vice-President of Patient Care Services, the Vice-President of Financial Services, the Discharge Planning Coordinator, Manager of Clinical Records, and one representative from nursing.
- 3) The Admission, Discharge and Utilization Committee shall meet monthly except for July and August.
- 4) The Admission, Discharge and Utilization Committee shall:
 - a) review utilization patterns in the hospital and identify where improvements could be achieved.
 - b) monitor overall trends in admissions, discharges, length of stay, "alternate level of care" days, and out-patient service volumes.
 - c) review the utilization of all hospital diagnostic, therapeutic and support services, including consultation and referral services, which affect the ability of the Hospital to make effective use of its resources and provide quality health care to our catchment population.
 - d) develop and provide an educational program about the utilization management program as well as utilization issues to members of the Medical Advisory Committee, the Board of Directors, senior management, the Medical Staff, Department Heads and employees.
 - e) monitor and evaluate the implementation response to those committee recommendations that are approved by the Medical Advisory Committee and to report back on progress achieved.
 - f) advise the Medical Advisory Committee on matters of policy and practice regarding admission, discharge and utilization issues.
 - g) comment on the resource implications of proposed incremental positions on the Medical Staff with full admitting privileges.
 - h) comment on the development of new and expanding programs in the hospital.
 - i) evaluate annually the activities of the committee.
 - j) perform such other duties as may be requested from time to time by the Medical Advisory Committee, the Board of Directors and senior management.

19.08 Tissue, Audit and Infection Committee

- 1) The Tissue, Audit, and Infection Committee shall be appointed by and report to the Medical Advisory Committee.
- 2) The Tissue, Audit and Infection Committee membership shall have up to four Medical Staff representatives (including the Pathologist), Manager of Clinical Records, Director of Laboratories, Nurse Manager of Acute Care or Surgical Suite, Infection Control Officer, Administration representative and one staff nurse representative.
- 3) The Tissue, Audit and Infection Committee shall meet monthly except for July and August.
- 4) The Tissue, Audit, Infection Committee shall:
 - a) review aseptic techniques in high risk areas of the hospital, recommends methods of improvement, assures their implementation.
 - b) review and study the use of antibiotics and establishes guidelines for prophylactic use of antibiotics consistent with good patient care.
 - c) review and assure special precautions for patients receiving adrenocortical steroids and immuno-suppressive drugs.
 - d) establish a system of reporting infection occurring in patients and personnel. Committee should have access to all infection reports.
 - e) keep records of infections as a basis for study and determining remedial measures.
 - f) distinguish where possible those infections acquired in hospital and investigates causes and control.
 - g) review the hospital's bacteriological procedures and services and determines standards of high quality.
 - h) regularly reviews tissue pathology reports.
 - i) set standards for Medial Audit and reviews results.
- 5) Make recommendations to the Medical Advisory Committee on infection control matters related to:
 - a) the Occupational Health and Safety Program;
 - b) immunization programs;
 - c) visitor restrictions or instructions both in general terms and in special circumstances;
 - d) patient restrictions or instructions;
 - e) educational programs for all persons carrying on activities in the Hospital;
 - f) isolation procedures;

- g) aseptic and antiseptic techniques;
- h) environmental sanitation in the Hospital.
- 6) Make recommendations to the President and Chief Executive Officer with respect to infection control matters related to the Occupational Health and Safety Program;
- 7) Make recommendations to the President and Chief Executive Officer with respect to infection control matters related to the Health Surveillance Program;
- 8) Follow-up and evaluate the results of each of its recommendations made under subsections (1), (2) and (3);
- 9) Develop, monitor and evaluate an infection control system which includes a reporting system by which all infections, including post discharge infections will come to the Committee's attention;
- 10) Review reports from all departments and programs in the Hospital;
- 11) Perform such other duties as may from time to time be requested by the Medical Advisory Committee.

19.09 Pharmacy and Therapeutics Committee

- 1) The Pharmacy and Therapeutics Committee shall be appointed by and report to the Medical Advisory Committee.
- 2) The Pharmacy and Therapeutics Committee membership shall have three Medical Staff representatives, Nursing Administration representative, Director of Pharmacy, Director of Dietetics and other disciplines as necessary.
- 3) The Pharmacy and Therapeutics Committee shall meet monthly except for July and August.
- 4) The Pharmacy and Therapeutics Committee shall:
 - a) serve in an advisory capacity to the medical staff by assessing regularly the appropriateness and adequacy of medication-related policies and make policy recommendations to the Medical Advisory Committee regarding drug utilization to ensure safe, effective and economical use of drugs.
 - b) keep a constant surveillance on the drugs used, their necessity, duplication, toxicity and cost.
 - c) evaluate drug utilization, new drugs and current therapeutics and develop a formulary which is suited to the Hospital's needs, and periodically assess the effectiveness of and adherence to the formulary.
 - d) develop a procedure for the use of non-formulary drugs and mechanisms for their evaluation.
 - e) periodically analyze a summary of medication errors and their causative factors and make appropriate recommendations regarding prevention to the medical, nursing and/or pharmacy staffs.

- f) develop an adverse drug reaction reporting program, review all these reports and ensure that a summary is circulated to medical and nursing staffs when the need arises.
 - g) review all standing orders annually, or more often if deemed necessary.
 - h) develop protocols governing programs such as total parenteral nutrition, investigational drugs, self-medication, or ensure that such protocols have been developed after appropriate committee review.
 - i) identify and/or arrange appropriate educational programs for the medical, dental and Hospital staff to enhance their knowledge of drug therapy and practices.
 - j) review medication incidents and adverse drug reactions occurring in the hospital.
- 5) Perform such other duties as the Medical Advisory Committee may direct.

ARTICLE 20. DENTAL STAFF

20.01 Appointment to Dental Staff

The Board, on the advice of the Medical Advisory Committee, may appoint one or more dentists to the dental staff of the Hospital and shall delineate the privileges for each dentist.

20.02 Criteria for Appointment to the Dental Staff

- 1) Only an applicant qualified to practise dentistry and licensed pursuant to the laws of Ontario is eligible to be a member of and appointed to the dental staff of the Hospital.
- 2) The applicant will have:
 - a) a letter of good standing from the Royal College of Dental Surgeons of Ontario;
 - b) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - c) a demonstrated ability to communicate, work with and relate to all members of the dental, medical and Hospital staff in a co-operative and professional manner;
 - d) a demonstrated ability to communicate and relate appropriately with patients and patient's relatives;
 - e) a willingness to participate in the discharge of staff obligations appropriate to membership group;
 - f) adequate training and experience for the privileges requested;
 - g) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or the Medical Director of Department in the last hospital in which the applicant trained or held an appointment;
 - h) evidence of dental practice protection coverage satisfactory to the Board.

- 3) The applicant must agree to govern himself or herself in accordance with the requirements set out in this Bylaw, the dental staff rules and the Hospital policies.
- 4) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that effects skill, attitude or judgment.
- 5) There is a need for the services in the community.

20.03 Revocation of Appointment to the Dental Staff

The Board at any time may revoke the appointment of a member of the dental staff.

20.04 Term

Each appointment to the dental staff shall be for one year, but shall continue in effect until the Board has made appointments for the ensuing year.

20.05 Application

- 1) An application for appointment to the dental staff shall be processed in the same manner as an application for appointment to the medical staff as set out in Article 12.04, mutatis.
- 2) Each application shall contain:
 - a) a statement by the applicant that he or she has read this Bylaw and the rules of the Hospital and the Public Hospital's Act and the Medical Staff Policies and Guidelines thereunder;
 - b) an undertaking that if appointed to the dental staff, he/she will govern himself/herself in accordance with the requirements set out in this Bylaw and the rules of the Hospital;
 - c) evidence of dental practice protection coverage satisfactory to the Board;
 - d) a list of the privileges which are requested;
 - e) an up-to-date curriculum vitae;
 - f) a list of three appropriate referees;
 - g) information of any previous disciplinary proceeding where there was an adverse finding;
 - h) information of any civil suit where there was a finding of negligence or battery; and
 - i) a signed consent authorizing any dental licensing authority to provide a report on:
 - i) any action taken by its disciplinary committee, and
 - ii) whether his/her privileges have been curtailed or cancelled by any dental licensing authority or by another hospital because of incompetence, negligence or any act of professional misconduct.

20.06 Re-Appointment

- 1) Each year the Board shall require each member of the dental staff to submit a written application for reappointment to the dental staff to the President and Chief Executive Officer.
- 2) The Chief of Department shall review and make recommendations to the Medical Advisory Committee concerning each application for re-appointment within the department.
- 3) The applications for re-appointment to the dental staff shall be processed in the same manner as set out in Article 12.04.

20.07 Criteria for Re-Appointment to the Dental Staff

- 1) The applicant continues to meet the criteria set out in Article 20.05.
- 2) The applicant demonstrates an appropriate use of Hospital resources.

20.08 Monitoring Aberrant Practices

Where any member of the medical staff, dental staff or Hospital staff believes that a member of the dental staff is attempting to exceed his/her privileges or is temporarily incapable of providing a service that he/she is about to undertake, the belief shall be communicated to the Chief of Staff, the Medical Director of the Department and to the President and Chief Executive Officer.

20.09 Dental Staff Duties

- 1) Each member of the Dental Staff shall:
 - a) attend and treat patients within the limit of the privileges granted by the Board;
 - b) notify the President and Chief Executive Officer of any change in the license to practise dentistry;
 - c) abide by the rules of the dental staff;
 - d) give instructions as required for the education of other members of the dental, medical and Hospital staff;
 - e) comply with such matters as are from time to time prescribed by the *Public Hospitals Act* and by the Hospital's Policies and Procedures thereunder;
 - f) provide consultations on patients as are required; and
 - g) perform such other duties as may be prescribed from time to time by or under the authority of the Medical Advisory Committee.
- 2) Every member of the dental staff shall co-operate with:
 - a) the Chief of Staff and the Medical Advisory Committee; and
 - b) the President and Chief Executive Officer.

20.10 Responsibility

Patients admitted for dental conditions shall be admitted by a member of the Active Medical Staff who shall be responsible for the completion of the clinical record as required by the law of the Province of Ontario including the countersigning of all orders for treatment to be rendered by servants or agents of the Hospital.

20.11 Dental Records

- 1) Each member of the Dental Staff shall, for every patient under his/her care, complete and enter on the patient's clinical record within thirty-six hours after admission and before any operative procedure is performed:
 - a) any dental history of the patient relative to the cause of admission;
 - b) the findings of a dental or oral examination;
 - c) a professional diagnosis; and
 - d) a proposed course of treatment.
- 2) Each member of the Dental Staff shall enter in each patient's clinical record within thirty-six hours, a description of every dental treatment, procedure and operation which he/she has performed.

20.12 Consultations

Indicated consultations shall be held and recorded on dental patients as are required for any other patients in the hospital.

20.13 Medical Staff Meetings

- 1) A member of the Dental Staff shall not be eligible to vote at a Medical Staff meeting or to hold office on the Medical Staff Executive.
- 2) A member of the Dental Staff shall not be required to attend Medical Staff meetings.
- 3) When the case of a patient who has been examined by, operated on by, or has received treatment from a member of the Dental Staff is to be presented at a Medical Staff meeting the dentist who examined, operated on, or treated the patient shall be given forty-eight hours notice by a Medical Staff officer, and shall attend such meeting prepared to present and discuss the dental aspects of the case.
- 4) Failure of a member of the Dental Staff to appear and present the dental aspects of a case, for which he/she received notice under subsection 3) may result in disciplinary action being taken against him/her as provided in section 51 of these Bylaw.

ARTICLE 21. EXTENDED CLASS NURSES

21.01 Application

For the purpose of clarification, the provisions of the Professional Staff Bylaw apply to the Extended Class Nurses, unless exempted by the provisions of this Article 21.

21.02 Extended Class Nursing Staff Categories

- (a) Extended Class Nursing Staff may be divided into the following groups:
 - (i) courtesy; and
 - (ii) locum tenens

21.03 Courtesy Extended Class Nursing Staff

The Board may grant a registered nurse in the extended class an appointment to the courtesy Extended Class Nursing Staff in the following circumstances:

- a) to register out-patients at the Hospital solely for the purpose of undergoing a diagnostic procedure;
- b) to order diagnostic procedures on such out-patients; and
- c) to access the Hospital's diagnostic services in respect of such out-patient.

21.04 Locum Tenens Extended Class Nursing Staff

- a) The Medical Advisory Committee upon the request of a member of the Extended Class Nursing Staff may recommend the appointment of a locum tenens as a planned replacement for that registered nurse in the extended class for a specified period of time.
- (b) A locum tenens shall,
 - (i) register out-patients at the Hospital solely for the purpose of undergoing a diagnostic procedure;
 - (ii) order diagnostic procedures on such out-patients;
 - (iii) have access to the Hospital's diagnostic services in respond of such out-patients; and
 - (iv) work under the counsel and supervision of a member of the active Medical Staff or courtesy Extended Class Nursing Staff who has privileges.

21.05 Extended Class Nursing Staff Duties

- a) Each member of the Extended Class Nursing Staff is accountable to and shall recognize the authority of the Board through and with their Medical Director of Department, the chief of Staff, and the President and Chief Executive Officer, and their respective delegates.

- b) Each member of the Extended Class Nursing Staff shall,
- (i) register a person as an out-patient solely for the purpose of undergoing a diagnostic procedure;
 - (ii) notify the President and Chief Executive Officer of any change in the class of registration on the Annual Registration Payment Card from the College of Nurses of Ontario.
 - (iii) Give such instruction as is required for the education of other members of the Professional Staff, and Hospital Staff;
 - (iv) Abide by the Rules of the Hospital, this Bylaw, the Public Hospitals Act and the Regulations thereunder and all other legislative requirements; and
 - (v) Perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.

21.06 Extended Class Nursing Staff Division

The Extended Class Nursing Staff member will, on an individual basis, be assigned to the most appropriate Department by the Chief of Staff.

21.07 Meetings

- (a) Medical Staff Association Meetings

A member of the Extended Class Nursing Staff is not eligible to attend Departmental, Division, Clinical Service, Program or Medical Staff meeting.

- (b) Extended Class Nursing Staff Meetings

Extended Class Nursing Staff members are expected to attend fifty percent (50%) of the meetings of the Extended Class Nursing Staff.

21.08 Office

Extended Class Nursing Staff members cannot hold office other than Director of the Extended Class Nursing Staff.

21.09 Employees

Extended Class Nurses who are employed by the Hospital are not privileged by the Medical Advisory Committee nor are they appointed to the Extended Class Nursing Staff.

ARTICLE 22. AMENDMENTS

22.01 Amendments to Administrative Bylaw

- 1) The Board may pass or amend the Bylaw of the Corporation from time to time:

- 2) a) Where it is intended to pass or amend the Bylaw at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Trustee at his/her address as shown on the records of the Corporation by ordinary mail not less than ten days before the meeting.
b) Where the notice of intention required by clause (2)(a) is not provided, any proposed By-Laws or amendments to the Bylaw may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- 3) Subject to clauses (4)(b) and (4)(c) below, a Bylaw or an amendment to a Bylaw passed by the Board has full force and effect:
 - a) From the time the motion was passed, or
 - b) From such future time as may be specified in the motion.
- 4) (a) Bylaw or an amendment to a Bylaw passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the Bylaw or amendment to be presented.
(b) The members at the annual meeting or at a special general meeting may confirm the Bylaw as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended.
(c) Those sections of the Bylaw passed or amended pursuant to regulations made under the Public Hospitals Act shall be forwarded to the Minister of Health for approval and shall cease to be effective forthwith upon notice of disapproval by the Minister.
- 5) In any case of rejection, amendment, or refusal to approve a Bylaw or part of a Bylaw in force and effect in accordance with any part of this section, no act done or right acquired under any such Bylaw is prejudicially affected by any such rejection, amendment or refusal to approve.

22.02 Amendments to Medical Staff Bylaw

Prior to submitting the Medical Staff part of this Bylaw to the process established, the following procedures shall be followed:

- a) Notice specifying the proposed medical staff part of the Bylaw or amendment thereto shall be posted;
- b) The medical staff shall be afforded an opportunity to comment on the proposed medical staff part of the Bylaw or amendment thereto; and
- c) The Medical Advisory Committee shall make recommendations to the Board, concerning the proposed medical staff part of the Bylaw or amendment thereto.

